

**RECORDED AT REQUEST OF,  
AND RETURN TO:**

County of Orange  
OC Parks  
13042 Old Myford Road  
Irvine, CA 92602  
Attn: Asset Manager

**WITH A CONFORMED COPY TO:**

The Irvine Company LLC  
550 Newport Center Drive  
Newport Beach, CA 92660  
Attn: General Counsel's Office

The undersigned declares that this document is recorded at the request of and for the benefit of the City of Irvine and therefore is exempt from the payment of the recording fee pursuant to Government Code Sections 6103 and 27383 and from the payment of the documentary transfer tax pursuant to Revenue and Taxation Code Section 11922.

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(Space Above This Line for Recorder's Use)

**FIFTH AMENDMENT TO  
IRREVOCABLE OFFER OF DEDICATION  
AND ACCEPTANCE OF OFFER  
(Limestone Canyon)**

This FIFTH AMENDMENT TO IRREVOCABLE OFFER OF DEDICATION AND ACCEPTANCE OF OFFER ("*Fifth Amendment*") is made and entered into as of \_\_\_\_\_, 20\_\_, by **THE IRVINE COMPANY LLC**, a Delaware limited liability company, **THE IRVINE LAND COMPANY LLC**, a Delaware limited liability company, and **IRVINE COMMUNITY DEVELOPMENT COMPANY LLC**, a Delaware limited liability company, successors in interest to The Irvine Company, a Delaware corporation ("*Offeror*"), and the **COUNTY OF ORANGE**, a political subdivision of the State of California ("*County*"), with reference to the following facts:

RECITALS

A. The Irvine Company, a Michigan corporation, previously made that certain Irrevocable Offer of Dedication for Limestone Regional Park that was recorded in the Official Records of Orange County, California ("*Official Records*") on June 20, 1991, as Instrument No. 91-315459 (the "*Original Offer*"). The land offered for dedication in the Original Offer consisted of approximately 5,360 acres of land, broken into eight parcels (each, a "*Management Unit*" and collectively, the "*Management Units*"). The Original Offer allowed for the County's acceptance of each Management Unit upon the achievement of certain development levels within other property owned by The Irvine Company, all as more particularly described in Section 6 of the Original Offer.

B. The Original Offer was amended by that certain Amendment to Limestone Canyon Irrevocable Offer of Dedication between The Irvine Company and the County of Orange, recorded in the Official Records on April 30, 1997, as Instrument No. 19970200935 (the “**First Amendment**”). The First Amendment added two additional parcels of Property, known as “Open Space Area C” and the “Haul Road Parcel,” to the eight Management Units offered under the Original Offer. The First Amendment allowed for County’s acceptance of the respective parcels upon the achievement of certain development levels or the occurrence of certain events with respect to other property owned by The Irvine Company, all as more particularly described in the First Amendment. The First Amendment also contained additional reservations allowing for the construction of Jeffrey Road and utilities related thereto across the property described in the First Amendment (collectively, the “**Jeffrey Road Easements**”).

C. The Original Offer, as amended, was subsequently amended by that certain Second Amendment to Irrevocable Offer of Dedication (Open Space Area A – Lomas Ridge) between The Irvine Company, a Delaware corporation (successor in interest to The Irvine Company, a Michigan corporation) and the County of Orange, recorded in the Official Records on May 13, 1999, as Instrument No. 19990350365 (the “**Second Amendment**”). The Second Amendment added an additional parcel of land, known as the “Lomas Ridge Parcel,” to the land offered under the Original Offer and the First Amendment. The Second Amendment allowed for County’s acceptance of the Lomas Ridge Parcel upon the achievement of certain development levels within Lower Peters Canyon Planning Area 1 owned by The Irvine Company.

D. The Original Offer, as amended, was subsequently amended by that certain Third Amendment to Irrevocable Offer of Dedication between The Irvine Company, a Delaware corporation, and the County of Orange, recorded in the Official Records on September 27, 2000, as Instrument No. 20000509990 (the “**Third Amendment**”). The Third Amendment revised the use restriction on the offered land to, among other changes, allow for operation within Management Unit I of a communications facility for transmission and reception of radio communication signals.

E. The Original Offer, as amended, was subsequently amended by that certain Fourth Amendment to Irrevocable Offer of Dedication between The Irvine Company, a Delaware corporation, and the County of Orange, recorded in the Official Records on May 24, 2004, as Instrument No. 2004000461033 (the “**Fourth Amendment**”). The Fourth Amendment amended the use restrictions on the offered land to allow for the performance of certain remediation within Management Unit III and Open Space Area C of the offered land in order to stabilize a landslide area affecting the Bowerman Landfill. The Original Offer, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, is hereinafter referred to as the “**Amended Offer**.”

F. Prior to the date of this Fifth Amendment, County has accepted title to Management Units I, III and VIII, as well as to Open Space Parcel C, pursuant to separate Grant Deeds recorded in the Official Records on January 29, 2002, May 24, 2004, October 28, 1999, and May 24, 2004, as Instrument Nos. 20020077164, 2004000461035, 19990757741, and 2004000461034, respectively. All other land that was offered for dedication to the County under the Amended Offer and that has not yet been accepted by County -- that is, Management Units II, IV, V, VI and VII described in the Original Offer, the Haul Road Parcel described in the First Amendment, and the Lomas Ridge Parcel described in the Second Amendment -- is hereinafter referred to as the “**Remaining Dedication Property**.” A depiction of the Remaining Dedication Property is attached hereto as **Exhibit A**.

G. Offeror and County now desire to further amend the Amended Offer to, among other things, (i) delete the conditions precedent to acceptance for the Remaining Dedication Property contained in the Original Offer, the First Amendment and the Second Amendment, and (ii) allow County to accept fee title to the Remaining Dedication Property upon recordation of this Fifth Amendment in the Official Records.

NOW, THEREFORE, in consideration of the above, the parties hereby amend the Amended Offer as follows:

1. Change to Section 4.1.5. The first sentence of Section 4.1.5 is hereby deleted and replaced with the following language:

A non-exclusive easement in gross for the purpose of habitat preservation, replacement, enhancement, creation and maintenance and other environmental mitigation purposes (collectively, "*habitat mitigation*"), together with the right to enter on the Property (without unreasonably interfering with COUNTY's reasonable use and enjoyment thereof as a Natural Regional Park) to perform such habitat mitigation, consistent with the Purpose statement contained in Section 1 above, as may be legal and appropriate to mitigate for impacts incurred in connection with the development of other property owned by OFFEROR within the Cities and spheres of influence of Orange and Irvine, as depicted on Exhibit "D," or as may be required to comply with the requirements of the California Department of Fish and Game, the United States Fish and Wildlife Service, the U.S. Army Corps of Engineers, or other agency with jurisdiction over OFFEROR's development (each, a "*Resource Agency*"). The foregoing reserved right shall include the right to convey and record one or more conservation or habitat mitigation easements or declarations of covenants and restrictions (collectively, "*conservation easements*"), in form and content required by any Resource Agency, over portions of the Property in favor any entity authorized to acquire and hold conservation easements under California Civil Code Section 815.3, as the same may be amended from time to time, if necessary to comply with the requirements of such Resource Agency; provided, however, that prior to the conveyance of such easement, Grantor shall meet and confer with Grantee as to whether some other method acceptable to such parties may be utilized (as approved by the applicable Resource Agency) to provide for such mitigation of impacts.

2. Revision of Section 6 of Original Offer. The conditions for acceptance of Management Units contained in Section 6.1 of the Original Offer are hereby deleted in their entirety, and County shall be entitled to accept fee title to Management Units II, IV, V, VI and VII concurrently with the recordation of this Fifth Amendment in the Official Records.

3. Revision of Section 3 of First Amendment. The conditions for acceptance of the Haul Road Parcel contained in the next to last sentence of Section 3.b of the First Amendment are hereby deleted in their entirety, and County shall be entitled to accept fee title to the Haul Road Parcel concurrently with the recordation of this Fifth Amendment in the Official Records.

4. Revision of Section 3 of Second Amendment. The conditions for acceptance of the Lomas Ridge Parcel contained in Section 3 of the Second Amendment are hereby deleted in their entirety, and County shall be entitled to accept fee title to the Lomas Ridge Parcel concurrently with the recordation of this Fifth Amendment in the Official Records.

5. Revisions to Notice Section and Other References in Offer and Amendments. All references in the Original Offer and any of the amendments thereto to "County Environmental Management Agency," "County EMA," "County Public Facilities and Resources Department," "County PFRD," "County Resources and Development Management Department," or "County RDMD" shall be changed to "OC Parks," as the case may be. In addition, the addresses for notices to the County contained in Section 9 of the Original Offer are hereby changed to:

County of Orange  
OC Parks  
13042 Old Myford Road  
Irvine, CA 92602  
Attn: Asset Manager

Offeror and County may each change their address for notices at any time by providing written notice to the other.

6. Effect of Amendment. Offeror and County agree that upon recordation of this Fifth Amendment and County's Certificate of Acceptance, County shall hold fee title to the Remaining Dedication Property, subject to all terms and conditions of the Amended Offer and this Fifth Amendment, including but not limited to the Jeffrey Road Easements described in the First Amendment.

7. Other Terms of Amended Offer Remain in Effect. Except as provided in this Fifth Amendment, all other terms and conditions of the Amended Offer remain unchanged and in full force and effect.

*[Signature Page Follows]*

[Signature Page to Fifth Amendment]

IN WITNESS WHEREOF, OFFEROR and COUNTY have caused this Fifth Amendment to be executed by their respective duly authorized officers as of the date first set forth above.

**THE IRVINE COMPANY LLC,**  
a Delaware limited liability company

**COUNTY OF ORANGE,**  
a political subdivision of the State of California

By: \_\_\_\_\_  
Daniel H. Young  
Executive Vice President

By: \_\_\_\_\_  
Chair, Board of Supervisors

By: \_\_\_\_\_  
Brigid D. McMahon  
Assistant Secretary

Signed and certified that a copy of this document has been delivered to the Chair of the Board per Govt. Code Sec. 25103, Resolution No. 79-1535.

ATTEST:

**THE IRVINE LAND COMPANY LLC,**  
a Delaware limited liability company

\_\_\_\_\_  
Darlene J. Bloom  
Clerk of the Board of Supervisors,  
Orange County, California

By: \_\_\_\_\_  
Daniel H. Young  
President

APPROVED AS TO FORM:  
County Counsel

By: \_\_\_\_\_  
Brigid D. McMahon  
Assistant Secretary

By: \_\_\_\_\_  
Deputy

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

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Daniel H. Young  
President

By: \_\_\_\_\_  
Brigid D. McMahon  
Assistant Secretary







**CERTIFICATE OF ACCEPTANCE**

This is to certify that the fee simple interests in the real property described as (a) Management Units II, IV, V, VI and VII as described in the Irrevocable Offer of Dedication for Limestone Regional Park that was recorded in the Official Records of Orange County, California on June 20, 1991, as Instrument No. 91-315459, (b) the Haul Road Parcel as described in the Amendment to Limestone Canyon Irrevocable Offer of Dedication recorded in the Official Records on April 30, 1997, as Instrument No. 19970200935, and (c) the Lomas Ridge Parcel as described in the Second Amendment to Irrevocable Offer of Dedication (Open Space Area A – Lomas Ridge) recorded in the Official Records on May 13, 1999, as Instrument No. 19990350365, which were offered for dedication to the COUNTY OF ORANGE, a body corporate and politic, under the above documents, are hereby accepted by the undersigned officer or agent on behalf of the Board of Supervisors of Orange County, California, pursuant to authority conferred by minute order dated \_\_\_\_\_, 20\_\_ of the said Board of Supervisors, and the COUNTY OF ORANGE consents to recordation thereof by its duly authorized officer.

**COUNTY OF ORANGE**

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
\_\_\_\_\_, Director  
OC Parks  
Per Minute Order dated \_\_\_\_\_, 20\_\_

**APPROVED AS TO FORM:**

Office of the County Counsel  
Orange County, California

By: \_\_\_\_\_  
Deputy

Date: \_\_\_\_\_



**EXHIBIT A**

**DEPICTION OF REMAINING DEDICATION PROPERTY**