



April 9, 2020

Eastern Municipal Water District
Attn: Ms. Laura Nomura
P.O. Box 8300
2270 Trumble Road
Perris, CA 92572-8300

Perris Union High School District
Attn: Ms. Candace Reines, Deputy Superintendent
155 E. 4th Street
Perris, CA 92570

Re: EMWD CFD No. 2017-77 (La Ventana)

Ms. Nomura and Ms. Reines,

As you are both aware, in November of 2017, Eastern Municipal Water District (“EMWD”) formed Community Facilities District No. 2017-77 (La Ventana) (the “CFD”) and Improvement Area A and Improvement Area B therein (each an “Improvement Area”). The property within the CFD is being developed as Tract No. 36785 and is expected to consist of 511 single family dwelling units (the “Project”). Those certain Funding, Construction and Acquisition Agreements (collectively, the “Funding Agreements”) by and between EMWD and JVRL 220, LLC for each Improvement Area dated November 1, 2017, were also approved and executed in connection with the formation of the CFD.

JVRL 220, LLC has recently transferred ownership of all the property in the CFD to Global Investment Pool LLC (the “Developer”), and pursuant to that certain General Assignment dated effective as of August 6, 2019 has specifically assigned the Funding Agreements to Developer. Developer is the entity with which EMWD worked to form the CFD.

In connection with development of the Project, the Developer has been working with EMWD on a Wickerd Road sewer replacement project (the “Sewer Replacement Project”). Developer agreed to contribute \$1,593,758 (the “Sewer Contribution”) as a capital contribution to the Sewer Replacement Project. The Sewer Replacement Project falls within the definition of “EMWD Improvements” to be financed by the CFD pursuant to the Funding Agreements. Therefore, the Sewer Contribution is expected to be reimbursed to the Developer if and when the Sewer Replacement Project is funded by the CFD in an amount equal to the Sewer Contribution.

Pursuant to that certain Amended and Restated School Facilities Funding and Mitigation Agreement between the Developer and Perris Union High School District (“School District”) dated June 3, 2019, School District has agreed to assume the Developer’s responsibility to fund the Sewer Contribution. Accordingly, School District and EMWD entered into that certain

Participation Agreement To Fund The Wickerd Road Sewer Replacement Project dated July 1, 2019, whereby School District agreed to fund the Sewer Contribution and EMWD agreed to construct the Sewer Replacement Project.

The purpose of this letter is to confirm the understanding between the Developer, School District and EMWD that although School District is providing the Sewer Contribution to EMWD, any and all rights related to reimbursement of the Sewer Contribution belong to the Developer. It is the expectation that if and when the CFD or either Improvement Area issues bonds such that bond proceeds are available to fund the Sewer Replacement Project, that the Sewer Contribution will be returned to the Developer and not School District. School District hereby specifically assigns any and all rights to reimbursements related to the Sewer Contribution and the Sewer Replacement Project to the Developer. School District agrees to provide the Developer with any documentation necessary to allow the Developer to seek reimbursement of the Sewer Contribution following EMWD's receipt of CFD bond proceeds pursuant to the Funding Agreements.

Furthermore, if for any reason all or a portion of the Sewer Contribution gets reimbursed to School District, School District hereby agrees to immediately pay such reimbursed amount to Developer.

[SIGNATURES APPEAR ON FOLLOWING PAGES]

This letter may be executed in counterparts, each of which when taken together shall constitute an original. Facsimile and/or scanned/mailed signatures shall similarly be effective as originals.

GLOBAL INVESTMENT POOL LLC,
a Delaware limited liability company

By: **IHP Capital Partners VI, LLC,**
a Delaware limited liability company
Its Sole Member

By: **Institutional Housing Partners VI L.P.,**
a California limited partnership,
Its Manager

By: **IHP Capital Partners,**
a California corporation
Its General Partner

By: _____

By: _____

By executing a copy of this letter where indicated below, EMWD and School District hereby confirm receipt of this letter and accept the assignment of reimbursements related to the Sewer Contribution and Sewer Replacement Project as specified herein.

EASTERN MUNICIPAL WATER DISTRICT

By: _____

Signature: _____

Date: _____

PERRIS UNION HIGH SCHOOL DISTRICT

By: Candace Reines
Deputy Superintendent

Signature:  _____

Date: 6/5/20