

SECOND AMENDMENT TO PURCHASE AND SALE AGREEMENT AND JOINT ESCROW INSTRUCTIONS

This Second Amendment (the "Second Amendment") to that certain PURCHASE AND SALE AGREEMENT AND JOINT ESCROW INSTRUCTIONS dated June 7, 2016 (the "PSA") is made and entered into as of October 18, 2016 by and between **CITY OF REDLANDS, a municipal corporation ("Seller")**, and **VANTAGEONE REAL ESTATE INVESTMENTS V, LLC, a California limited liability company or assignee ("Buyer")**, as follows:

R E C I T A L S

- A.** Effective on June 7, 2016, Buyer and Seller entered into the PSA providing for the purchase and sale of that certain real property located at 212 Brookside Avenue, Redlands, California ("the Property"), and on June 14, 2016, opened Escrow Number 23076941-012-JDL at Fidelity National Title Company ("Escrow") to complete the purchase and sale of the Property.
- B.** Buyer and Seller desire to amend the PSA to extend certain contingency approval deadlines and the Closing Date.
- C.** Capitalized terms as used in this First Amendment shall have the same meaning set forth in the PSA.

In consideration of these Recitals and the conditions and covenants below, Buyer and Seller hereby agree as follows:

T E R M S

1. Paragraph 7.1 of the PSA shall be and is hereby amended to provide that the Closing Date shall be and the Closing shall occur on October 20, 2016.
2. In case of any conflicts between the PSA and this Second Amendment, the terms of this Second Amendment shall prevail. Otherwise, except as expressly amended hereby, the PSA and Second Amendment shall remain in full force and effect.

SIGNATURES ON FOLLOWING PAGE

BUYER:

**VANTAGEONE REAL ESTATE
INVESTMENTS V, LLC, a California
limited liability company**

By: _____

Thomas N. Robinson

Its: Managing Member

SELLER:

**CITY OF REDLANDS, a municipal
corporation**

By: _____

Paul W. Foster, Mayor

ATTEST:

Sam Irwin, City Clerk

Acknowledged and Accepted:

FIDELITY NATIONAL TITLE COMPANY

Janette DeLap, Vice President
Senior Commercial Escrow Officer