

AMENDMENT NO. 1

TO 1995 REIMBURSEMENT AGREEMENT

THIS AMENDMENT TO AGREEMENT is made this September 16, 2015, by and between Rancho Murieta Community Services District, a local government agency ("District"), and M&R Investment One Company, Inc., a Nevada corporation ("M&R"), who agree as follows:

1. **Recitals.** This Amendment is made with reference to the following background recitals:

1.1. On September 20, 1995, the District and SHF Acquisition Corporation entered into the Reimbursement Agreement (the "Agreement"), which is on file in the District office. The Agreement expires on September 20, 2015.

1.2. M&R has informed the District that through a merger it is the successor in interest to SHF Acquisition Corporation. In a letter from its attorney dated July 29, 2015, M&R requested that the District and M&R agree to an extension of the Agreement.

2. **Amendment to Agreement.** The parties amend section 4 of the Agreement to read as follows: "SHF's and its successor's rights to reimbursement under this Agreement shall expire on September 20, 2016."

3. **Subsequent Extension.** The parties acknowledge that M&R desires a longer-term extension and that this amendment is made without waiver of the demand of M&R for a longer-term extension up to 20 years.

4. **No Effect on Other Provisions.** Except for the amendment in section 2, the remaining provisions of the Agreement shall be unaffected and remain in full force and effect.

RANCHO MURIETA COMMUNITY SERVICES DISTRICT

M&R INVESTMENT ONE COMPANY, INC.

By: Darlene J. Gillum
Darlene J. Gillum
General Manager

By: X Steve Miller
STEVE MILLER [name]
PRESIDENT [title]