

PLEASE COMPLETE THIS INFORMATION

RECORDING REQUESTED BY:

RIVERSIDE COUNTY FLOOD CONTROL
AND WATER CONSERVATION DISTRICT

FREE RECORDING

This instrument is for the benefit of the Riverside County
Flood Control and Water Conservation District and should
be recorded without a fee pursuant to Govt. Code 6103.

AND WHEN RECORDED MAIL TO:

RIVERSIDE COUNTY FLOOD CONTROL
AND WATER CONSERVATION DISTRICT
1995 MARKET STREET
RIVERSIDE, CA 92501-1770

DOC # 2011-0117927

03/16/2011 10:05A Fee:NC

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Recorded in Official Records
County of Riverside

Larry W. Ward
Assessor, County Clerk & Recorder



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COOPERATIVE AGREEMENT

Title of Document



PROJECT: Amendment No. 1 to
Cooperative Agreement
Moreno MDP Line F, Stage 3
Moreno MDP Line D
Moreno MDP Line D-5
Moreno MDP Line D-6
Moreno - Line F Sinclair Street SD
Parcel Map No. 35629

PROJECT NO: Project Nos. 4-0-00752-03, 4-0-00749, 4-0-00741,
4-0-00742, 4-0-00743

DEVELOPER: HF Logistics SKX T1, LLC, HF Logistics SKX T2,
LLC, Highland Partners I, Highland Partners II,
Highland Partners III, Highland Partners IV

COOPERATIVE AGREEMENT
AMENDMENT NO. 1

Moreno MDP Line F, Stage 3
Moreno MDP Line D
Moreno MDP Line D-5
Moreno MDP Line D-6
Moreno – Line F Sinclair Street Storm Drain
(Project Nos. 4-0-00752-03, 4-0-00749, 4-0-00741, 4-0-00742, 4-0-00743)
(Parcel Map No. 35629)

The RIVERSIDE COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT, hereinafter called "DISTRICT", the CITY OF MORENO VALLEY, hereinafter called "CITY", and HF LOGISTICS-SKX T1, LLC, a Delaware limited liability company, HF LOGISTICS-SKX T2, LLC, a Delaware limited liability company, HIGHLAND FAIRVIEW PARTNERS I, a California general partnership, HIGHLAND FAIRVIEW PARTNERS II, a California general partnership, HIGHLAND FAIRVIEW PARTNERS III, a California general partnership, and HIGHLAND FAIRVIEW PARTNERS IV, a California general partnership, hereinafter together called "DEVELOPERS", hereby agree as follows:

RECITALS

A. DISTRICT, CITY and DEVELOPERS have previously entered into a certain Cooperative Agreement (Document No. 2010-0527149 of the official Records of the County of Riverside) pertaining to the construction of flood control and drainage improvements associated with Parcel Map No. 35629 in the city of Moreno Valley; and

B. Paragraph I.7. of the Cooperative Agreement stipulated that DEVELOPERS shall furnish both a faithful performance bond and a material and labor bond; and



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1 C. DEVELOPERS have furnished both the faithful performance bond and
2 material and labor bonds as stipulated in the Cooperative Agreement; and

3 D. Whereas, DISTRICT and CITY have determined that construction of the
4 flood control and drainage facilities is substantially complete; and

5 E. In recognition of construction being substantially complete,
6 DEVELOPERS desire to reduce the amount of surety held by CITY as provided herein.

7
8 NOW, THEREFORE, the parties hereto mutually agree as follows:

9 SECTION I

10 1. Section I.7. of the Cooperative Agreement is modified as follows:

11 7. Provide CITY, prior to providing written notice to DISTRICT of the
12 start of construction as set forth in Section I.8., with a faithful performance
13 bond in the amount of one hundred percent (100%) of the estimated cost for
14 construction of DISTRICT DRAINAGE FACILITIES as determined by
15 DISTRICT and a material and labor payment bond in the amount of fifty
16 percent (50%) of the estimated cost for construction of DISTRICT
17 DRAINAGE FACILITIES as determined by DISTRICT. The surety,
18 amount and form of the bonds shall be subject to the approval of
19 DISTRICT and CITY. The bonds shall remain in full force and effect until
20 CITY and DISTRICT mutually agree that the construction of DISTRICT
21 DRAINAGE FACILITIES is substantially complete; at which time the
22 faithful performance bond amount may be reduced to ten percent (10%) for
23 a period of one year to guarantee against any defective work, and the
24 Material and Labor security will be released after a period of ninety (90)
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days if there are no liens against the project for payment of materials or labor.

2. Except to the extent specifically added to, modified or amended hereunder, all of the terms, covenants and conditions of the original Cooperative Agreement remain in full force and effect between the parties hereto.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on

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2/15/11
(to be filled in by Clerk of the Board)

RECOMMENDED FOR APPROVAL:

**RIVERSIDE COUNTY FLOOD CONTROL
AND WATER CONSERVATION DISTRICT**

By *Warren D. Williams*
WARREN D. WILLIAMS
General Manager-Chief Engineer

By *Marion Ashley*
MARION ASHLEY Chairman
Riverside County Flood Control and Water
Conservation District Board of Supervisors

APPROVED AS TO FORM:

ATTEST:

PAMELA J. WALLS
County Counsel

KECIA HARPER-IHEM
Clerk of the Board

By *Neal Kipnis*
NEAL KIPNIS
Deputy County Counsel

By *Mervain Canora*
Deputy

(SEAL)

Amendment No. 1
Cooperative Agreement: PM 35629
Moreno MDP Line F, Stage 3, Moreno MDP Line D, Moreno MDP Line D-5
Moreno MDP Line D-6, and Moreno - Line F Sinclair Street Storm Drain
Project Nos. 4-0-00752-03, 4-0-00749, 4-0-00741, 4-0-00742, 4-0-00743
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RECOMMENDED FOR APPROVAL:

CITY OF MORENO VALLEY

By [Signature] for 2/24/11
Public Works Director/City Engineer

By [Signature]
Mayor

APPROVED AS TO FORM:

ATTEST:

By [Signature]
City Attorney

City Clerk
By [Signature]

(SEAL)

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HIGHLAND FAIRVIEW PARTNERS I
a California general partnership

By 
IDDO BENZEEVI, President

HIGHLAND FAIRVIEW PARTNERS II
a California general partnership

By 
IDDO BENZEEVI, President

HIGHLAND FAIRVIEW PARTNERS III
a California general partnership

By 
IDDO BENZEEVI, President

HIGHLAND FAIRVIEW PARTNERS IV
a California general partnership

By 
IDDO BENZEEVI, President

(ATTACH NOTARY WITH
CAPACITY STATEMENT)

Amendment No. 1
Cooperative Agreement: PM 35629
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MHW:KEC:bjp



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HF LOGISTICS-SKX T1, LLC
a Delaware limited liability company

By: HF LOGISTICS-SKX, LLC
a Delaware limited liability company,
its Sole Member

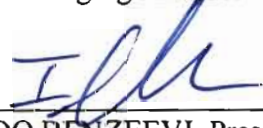
By: HF Logistics I, LLC
a Delaware limited liability company,
its Managing Member

By: 
IDDO BENZEEVI, President and Chief
Executive Officer

HF LOGISTICS-SKX T2, LLC
a Delaware limited liability company

By: HF LOGISTICS-SKX, LLC,
a Delaware limited liability company,
its Sole Member

By: HF Logistics I, LLC
a Delaware limited liability company,
its Managing Member

By: 
IDDO BENZEEVI, President and Chief
Executive Officer

(ATTACH NOTARY WITH
CAPACITY STATEMENT)

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MHW:KEC:bjp



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Riverside }

On 2/4/11 before me, Lorinne J. Phillips, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Adde Benzgeri
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature: Lorinne J. Phillips
Signature of Notary Public

Place Notary Seal and/or Stamp Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: COOPERATIVE AGMT AMENDMENT I

Document Date: _____ Number of Pages: 7

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

Corporate Officer — Title(s): _____ Corporate Officer — Title(s): _____

Individual Partner — Limited General Individual Partner — Limited General

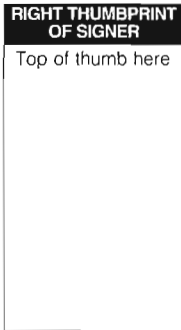
Attorney in Fact Attorney in Fact

Trustee Trustee

Guardian or Conservator Guardian or Conservator

Other: _____ Other: _____

Signer Is Representing: _____ Signer Is Representing: _____





LARRY W. WARD
COUNTY OF RIVERSIDE
ASSESSOR-COUNTY CLERK-RECORDER

Recorder
P.O. Box 751
Riverside, CA 92502-0751
(951) 486-7000

www.riversideacr.com

CERTIFICATION

Pursuant to the provisions of Government Code 27361.7, I certify under the penalty of perjury that the following is a true copy of illegible wording found in the attached document:

(Print or type the page number(s) and wording below):

Numbered Sheet -4-:

RIVERSIDE COUNTY FLOOD CONTROL AND
WATER CONSERVATION DISTRICT CALIFORNIA 1945 (seal)

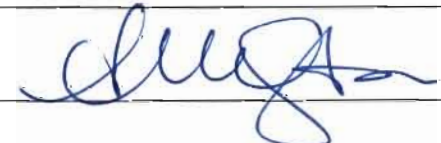
Numbered Sheet -5-:

CITY OF MORENO VALLEY DECEMBER 3, 1984 (seal)

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Date: 03/09/2011

Signature: 

Print Name: Ami Urista