

FIRST AMENDMENT TO AGREEMENT OF PURCHASE AND SALE

This First Amendment to Agreement of Purchase and Sale (this “**Amendment**”) is dated as of January __, 2025 (the “**Amendment Date**”), by and between Azusa Unified School District, a school district organized and existing under the State of California (“**Seller**”), and RC Homes, Inc., a California corporation (“**Buyer**”).

RECITALS

A. Seller and Buyer entered into that certain Agreement of Purchase and Sale dated as of November 14, 2024 (the “**Agreement**”), with respect to certain real property at 5034 N. Clydebank Avenue in the City of Covina, County of Los Angeles, California, as more particularly described in the Agreement. Capitalized terms used herein without definition shall have the respective meanings ascribed to such terms in the Agreement.

B. Seller and Buyer now desire to amend the Agreement as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Feasibility Review Period. The Feasibility Review Period, as provided in Section 2.2 of the Agreement, originally expected to terminate on January 20th, 2025, is hereby extended to March 1, 2025. All references in the Agreement to the Feasibility Review Period shall now mean March 1, 2025.

2. Agreement Unmodified. Except as modified by this Amendment, all of the terms, covenants, conditions and provisions of the Agreement shall remain and continue unmodified, in full force and effect. From and after the date hereof, the term “this Agreement” shall be deemed to refer to the Agreement, as amended by this Amendment. If and to the extent that any of the provisions of this Amendment conflict or are otherwise inconsistent with any provisions of the Agreement, the provisions of this Amendment shall prevail.

3. Counterparts. This Amendment may be executed in one or more original counterparts, each of which, when delivered, shall constitute an original, and all of which together shall constitute but one and the same instrument. Delivery of an executed signature page via e-mail (in PDF or JPG format) or facsimile shall have the same legal effect as an originally drawn signature.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties have executed this Amendment on the dates indicated below to be effective as of the Amendment Date.

SELLER:

Azusa Unified School District, a school district organized and existing under the laws of the State of California

By: _____
Arturo Ortega

Its: Superintendent

Date: _____

BUYER:

RC Homes, Inc., a California Corporation

By: _____
Matthew Livingston

Its: President

Date: _____

675-182/7153583.1