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June 19, 2013

File Number: 0NJP-170670

**VIA E-MAIL AND FACSIMILE**

Dr. Glenn Russell, Director  
Planning and Development Department  
County of Santa Barbara  
105 E. Anapamu Street, 2nd Floor  
Santa Barbara, CA 93101  
E-Mail: grussell@co.santa-barbara.ca.us

Re: Transfer Agreement -- Santa Barbara Ranch Inland Development Agreement

Dear Dr. Russell:

SBRHC, Inc. hereby waives the forty-five (45) day period for the County to consider the proposed Transfer Agreement to from SBRHC to Spectra America, LLC under Section 8.02(b) of the Santa Barbara Ranch Inland Development Agreement to and including August 20, 2013. This waiver is provided at the request of Spectra America. All other provisions of the Inland Development Agreement remain unchanged.

Very truly yours,

A handwritten signature in black ink that reads "Deborah M. Rosenthal". The signature is fluid and cursive, with the first name being the most prominent.

Deborah M. Rosenthal, AICP  
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

SMRH:408893740.2

cc: Rachel Van Mullem, Esq.  
Ms. Dianne Black  
Mr. Norm Broyer  
Allan J. Abshez, Esq.

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June 21, 2013

Dr. Glenn Russell, Director  
Planning and Development Department  
County of Santa Barbara  
105 E. Anapamu Street, 2<sup>nd</sup> Floor  
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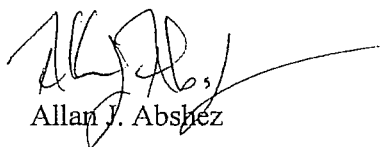
**Re: Transfer Agreement – Santa Barbara Ranch Inland Development Agreement**

Dear Dr. Russell:

I am writing on behalf of my client, Spectra America Corp., which is in escrow to purchase the property that is the subject of the Inland Development Agreement from SBRHC, Inc., to confirm our understanding and agreement that the Board of Supervisor's hearing and review of the Transfer Agreement under Section 8.02(b) of the Inland Development Agreement will occur on August 20, 2013, as well as to confirm that Spectra America Corp. will not close escrow prior to conclusion of the Board's August 20<sup>th</sup> hearing. Spectra America Corp. joins SBRHC's waiver of the forty-five (45) day period for the County to consider the proposed Transfer Agreement from SBRHC to Spectra America Corp. under Section 8.02(b) of the Inland Development Agreement to and including August 20, 2013.

We look forward to working with your staff in preparation for the August 20<sup>th</sup> hearing, and to meeting with the Board on August 20<sup>th</sup>. Please do not hesitate to contact me if you have any questions or comments.

Sincerely,



Allan J. Abshez

AJA:fp

cc: Mr. Dilip Ram  
Rachel Van Mullem, Esq.  
Ms. Dianne Black