

AMENDMENT NO. 5 TO
SOUTH OF MILES INDEMNIFICATION

This Amendment No. 5 ("Amendment No. 5") is entered into as of the 7th day of January, 2016, concerning that certain South of Miles Indemnification ("Indemnification") made and effective as of March 1, 2013 by and between the City of Indian Wells, a charter city duly organized under the Constitution and laws of the State of California ("City"), and the City of Indian Wells Housing Authority ("Authority" and, collectively with City, "City Parties"), a housing authority established under the laws of the State of California, and Garden of Champions LLC, a California limited liability company ("GOC"), and Desert Champions LLC, a California limited liability company ("DC" and, collectively with GOC, "GOC/DC"), as amended by Amendment No. 1 entered into on or about June 13, 2013, as further amended by Amendment No. 2 entered into on or about August 8, 2013, as further amended by Amendment No. 3 entered into on or about October 3, 2013, and as further amended by Amendment No. 4 entered into on or about January 16, 2014.

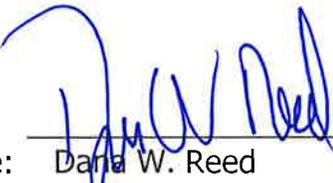
City Parties and GOC/DC agree as follows:

1. Section 3 of the Indemnification, as amended by Amendment No. 4, is amended by deleting "January 31, 2016", and by substituting therefor "April 30, 2017".
2. City Parties and GOC/DC reaffirm all terms and provisions set forth in the Indemnification except insofar as they are expressly amended by this Amendment No. 5.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 5 to the Indemnification, as previously amended, as of the dates first above written.

"CITY"

City of Indian Wells, a charter city duly organized under the Constitution and laws of the State of California

By: 
Name: Dana W. Reed
Its: Mayor

Attest:



Anna Grandys
City Clerk

Approved as to Form:



Best, Best & Krieger LLP
City Attorney

"Authority"

City of Indian Wells Housing Authority, a
housing authority established under the laws of
the State of California

By: 

Name: Dana W. Reed
Its: Chair

Attest:



Anna Grandys
Secretary

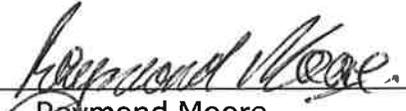
Approved as to Form:



Best, Best & Krieger LLP
Authority Counsel

"GOC"

Garden of Champions LLC, a California
Limited Liability Company

By: 
Name: Raymond Moore
Its: Chief Executive Officer

"DC"

Desert Champions LLC, a California Limited
Liability Company

By: 
Name: Raymond Moore
Its: Chief Executive Officer