

Notice and Acknowledgement of Seller

June 3, 2021

Re: 2344 Old Sonoma Road, Napa, California identified as Napa County Assessor's Parcel No. 004-291-015-000 and comprising approximately 8.6 acres

Greetings:

We hereby notify Napa County, a political subdivision of the State of California ("Seller"), as Seller under that certain Napa County Agreement No. 210350B Purchase and Sale Agreement and Escrow Instructions dated for reference purposes as of May 4, (the "Sale Agreement"), that pursuant to the Assignment and Assumption of Sale Agreement and Escrow Instructions between SN Management Corp. ("SNMC") and Napa Community Real Estate Fund LP ("Assignee") and its successors, and assigns that SNMC has assigned all of its rights, title and interest in and to the Sale Agreement to Assignee pursuant to Section 32 of the Sale Agreement. While no consent of the Seller is required for any transfer of the Sale Agreement in accordance with its terms, we respectfully request that Seller hereby acknowledge Assignee as the "Buyer" under the Sale Agreement and Seller will convey the Property to Assignee or its assignees upon the closing under the Sale Agreement all in accordance with the terms of the Sale Agreement. Nothing herein modifies in any respect any of the provisions of the Sale Agreement which remains in full force and effect.

For purposes of Section 36 of the Sale Agreement, from and after the date hereof notices to Buyer shall be delivered to the following address:

BUYER: Napa Community Real Estate Fund LP
608 N. Fair Oaks Avenue, Suite 126
Pasadena, CA 91103
ATTN: Charles E. Loveman [cloveman@heritagehousingpartners.org]

With a copy to: Mercedes O. Martin, Esq. [mmartin@buchalter.com])
Buchalter, PC
1000 Wilshire Blvd, 15th Floor
Los Angeles, CA 90017

Sincerely

SNMC:

SN Management Corp., a California corporation

By: 
Name: Gregory Brown
Title: President

Seller Acknowledgement to Assignment and Assumption

Acknowledged on this _____ 2021

Seller:

NAPA COUNTY, a political subdivision of
the State of California

By: _____

Name:

Title: _____

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Chris R. Y. Apallas</u> Deputy County Counsel</p> <p>Date: <u>June 15, 2021</u></p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: _____ Processed By: _____ Deputy Clerk of the Board</p>	<p>ATTEST: GREG MORGAN Deputy Clerk of the Board of Supervisors</p> <p>By: _____</p>
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