

APN 1220-03-000-034 & 1220-03-000-041

AFTER RECORDATION RETURN TO:

Mark Forsberg, Esq.
Oshinski & Forsberg, Ltd.
504 E. Musser St. Suite 302
Carson City, Nevada 89701



00015622201508637070070076

KAREN ELLISON, RECORDER

SPACE ABOVE THIS LINE FOR RECORDER'S USE

The undersigned hereby affirms that this document submitted for recording does not contain the social security number of any person or persons. (Per NRS 239B.030)

**MEMORANDUM OF AGREEMENT OF OPTION
TO PURCHASE REAL PROPERTY**

THIS MEMORANDUM OF AGREEMENT OF OPTION TO PURCHASE REAL PROPERTY is made as of the 4th day of June, 2015, by and between **SIERRA NEVADA SW ENTERPRISES, LTD.**, a Nevada limited liability company, **NEVADA NORTHWEST, LLC**, a Nevada limited liability company and **BEDFORD PROPERTIES MANAGEMENT CO., LLC**, a Nevada limited liability company (collectively, "Seller") and **AND AWAY THEY GO, LLC**, a Nevada limited liability company ("Buyer").

RECITALS

A. Seller is the owner of certain lands located in the Town of Gardnerville, County of Douglas, State of Nevada, consisting of approximately 206 acres, more particularly described on **Exhibit A** attached hereto, and related Development Rights, as each is defined below, (collectively, the "Property").

B. Seller has granted to Buyer in that certain Agreement of Option to Purchase Real Property (the "Option Agreement"), an option to purchase the Property.

C. Seller and Buyer now wish to memorialize the Option Agreement in this Memorandum.

MEMORANDUM

NOW, THEREFORE, in consideration of the covenants and conditions set forth in the Option Agreement, and the foregoing recitals, which are incorporated herein, the parties hereto declare as follows:

The Property subject to the Option Agreement includes the real property described in **Exhibit A**, together with the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining and the reversions, and remainders, rents, issues and profits thereof, and One Thousand Two Hundred Fifty-Four (1,254) Development Rights certified by Douglas County ("Development Rights") as follows:

Three Hundred Ninety (392) development rights certified by the Douglas County Community Development Department and evidenced by (i) a Certificate of Eligibility recorded September 6, 2002 in the Official Records of the Douglas County Recorder's Office as Document No. 551592, and corresponding Development Rights Deed, recorded September 6, 2002 in the Official Records of the Douglas County Recorder's Office as Document No. 551887, and by (ii) a Development Rights Deed recorded April 7, 2005 in the Official Records of the Douglas County Recorder's Office as Document No. 641141 (with a Certificate of Eligibility executed by Douglas County, Nevada attached thereto as an exhibit), each owned by Bedford Properties Management, LLC; and

Eight Hundred Sixty-Two (862) development rights certified by the Douglas County Community Development Department and evidenced by a Certificate of Eligibility recorded April 8, 2005 in the Official Records of the Douglas County Recorder's Office as Document No. 641265, and corresponding Development Rights Deed, recorded on April 8, 2005 in the Official Records of the Douglas County Recorder's Office as Document No. 641268, owned by Nevada Northwest, LLC.

SIERRA NEVADA SW ENTERPRISES, LTD., a
Nevada limited liability company

By: **Corporate Management Services, Inc.,** a
Nevada Corporation

Its: Manager

By: 

JAMES S. BRADSHAW

Its: President

NEVADA NORTHWEST, LLC a Nevada limited
liability company

By: **Corporate Management Services, Inc.,** a
Nevada Corporation

Its: Manager

By: 

JAMES S. BRADSHAW

Its: President

**BEDFORD PROPETIES MANAGEMENT CO.,
LLC,** a Nevada limited liability company

By: **Corporate Management Services, Inc.,** a
Nevada Corporation

Its: Manager

By: 

JAMES S. BRADSHAW

Its: President

BUYER

AND AWAY THEY GO, LLC,
a Nevada limited liability company

By: 

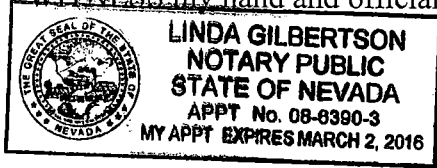
Michael E. Pegram

Its: Manager

STATE OF NEVADA)
) ss.
CARSON CITY)

On this 3rd day of June, 2015, before me, the undersigned, a Notary Public in and for said state, personally appeared **James S. Bradshaw**, personally known or proved to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entities upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

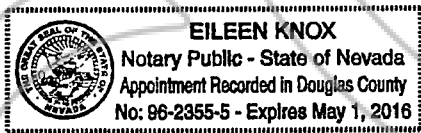


Linda Gilbertson
NOTARY PUBLIC

STATE OF NEVADA)
) ss.
COUNTY OF Douglas)

On this 4 day of June, 2015, before me, the undersigned, a Notary Public in and for said state, personally appeared **Michael E. Pegram**, personally known or proved to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Eileen Knox
NOTARY PUBLIC

EXHIBIT A

(Legal Description)

COPY

Exhibit A
Legal Description of Property

Order No.: N1500543-020-RIT

EXHIBIT A

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF GARDNERVILLE, IN THE COUNTY OF DOUGLAS, STATE OF NEVADA, AND IS DESCRIBED AS FOLLOWS:

PARCEL 1

Parcel 2 and a Portion of Adjusted Parcel 1, as shown on the Record of Survey to Support a Boundary Line Adjustment for Terry M. Jacobsen and Linda Ann Jacobsen and Jacobsen Family Survivors/Residual Trust, filed for record December 30, 1997, in book 1297, at page 5459, as Document No. 429408, Official Records of Douglas County, Nevada, more particularly describes as follows:

BEGINNING at the northwest corner of said Adjusted Parcel 1, said point being on the Southerly right-of-way line of Toler Lane;

Thence along said southerly right-of-way line, South 89°20'34" East, 662.65 feet;

Thence leaving said southerly right-of-way line, South 00°39'26" West, 1261.19 feet;

Thence North 77°32'52" East, 671.17 feet;

Thence South 12°32'16" East, 979.08 feet to the southeast corner of said Parcel 2;

Thence along the southerly line of said Parcel 2, North 89°19'57" West 1265.26 feet to the southwest corner of Parcel 2;

Thence along the westerly line of said Parcel 2 and its prolongation along the westerly line of said Adjusted Parcel 1, 17°48'57" West 853.77 feet;

Thence continuing along the Westerly line of said Adjusted Parcel 1, North 00°28'21" East, 1252.20 feet to The Point of Beginning.

Reference is further made to Adjusted Parcel 2 on Record of Survey recorded in the office of the Douglas County Recorder on March 6, 3003 in Book 303, Page 2158 as Document No. 569146, Official Records of Douglas County, State of Nevada.

Note: Legal description previously contained in Document No. 573634, recorded April 15, 2003 in Book 403, Page 7331, Official Records of Douglas County, State of Nevada.

Assessor's Parcel No. 1220-03-000-034

EXHIBIT A
(Continued)

A parcel of land located within portions of Sections 3, 10 & 11, Township 12 North, Range 20 East, Mount Diablo Meridian, more particularly described as follows:

A parcel of land being a portion of Adjusted Parcel 1 per the Record of Survey to Support a Boundary Line Adjustment for Sierra Nevada SW Enterprises, Ltd. and Barry & Karla Jones filed for record December 27, 2012 in the office of Recorder, Douglas County, Nevada as Document No. 815195, said parcel shown as Parcel 1A on the Record of Survey for Sierra Nevada SW Enterprises, Ltd. filed for record May 21, 2015 in said office of Recorder as Document No. 862467, more particularly described as follows;

BEGINNING at the most westerly corner of said Parcel 1A, from which the common corner of Sections 3, 4, 33 & 34, Township 12 North, Range 20 East, M.D.M. bears North $36^{\circ}29'45''$ West, 2649.82 feet;

thence South $89^{\circ}19'57''$ East, 1265.26 feet;
thence South $11^{\circ}56'32''$ East, 78.01 feet;
thence North $77^{\circ}33'39''$ East, 919.09 feet;

thence North $12^{\circ}21'42''$ West, 1980.98 feet to a point on the south right-of-way line of Toler Lane;

thence along said south right-of-way line of Toler Lane, South $89^{\circ}20'34''$ East 95.81 feet;

thence South $12^{\circ}03'48''$ East, 4946.44 feet;
thence South $88^{\circ}47'09''$ West, 68.89 feet;
thence South $12^{\circ}21'42''$ East, 721.05 feet;

thence South $21^{\circ}13'25''$ West, 555.22 feet to a point on the right-of-way line of Muller Parkway as granted by Deed to Douglas County filed for record January 8, 2013 in said office of Recorder in Book 113, Page 1602;

thence along said right-of-way line of Muller Parkway the following courses:

North $44^{\circ}45'21''$ West, 885.88 feet;
Along the arc of a curve to the left, having a radius of 1852.50 feet, central angle of $16^{\circ}05'23''$ and arc length of 520.22 feet;

Along the arc of a reverse curve to the right, having a radius of 73.50 feet, central angle of $48^{\circ}56'07''$ and arc length of 62.78 feet;

Along the arc of a reverse curve to the left, having a radius of 114.50 feet, central angle of $84^{\circ}28'35''$ and arc length of 168.82 feet;

Along the arc of a reverse curve to the right, having a radius of 135.50 feet, central angle of $44^{\circ}05'06''$ and arc length of 104.26 feet;

Along the arc of a compound curve to the right, having a radius of 1747.50 feet, central angle of $13^{\circ}23'46''$ and arc length of 408.58 feet;
thence South $45^{\circ}14'20''$ West, 361.27 feet;
thence North $17^{\circ}48'57''$ West, 3024.74 feet to the POINT OF BEGINNING, more or less.

Note: Legal description previously contained in Document No. 2015-862766 recorded May 28, 2015, Official Records of Douglas County, State of Nevada.

Assessor's Parcel No. 1220-03-000-041