Authentisign ID: 8EB2597C-61D2-F111-BF5B-000D3A4FF82A

CENTURY 21 COMMERCIAL®
Select Real Estate

Powered By SELECT COMMERCIAL GROUP

Diablo Grande Commercial Real Estate Brokerage Proposal

Diablo Grande Community Facilities District No 1

Prepared for the Western Hills Water District Board of Directors
as governing authority for the CFD

Submission Date: October 27, 2026

A comprehensive marketing and disposition assignment

CENTURY 21 Select Real Estate Commercial, powered by Select Commercial Group, proposes a coordinated national campaign to identify financially capable developers and purchasers for the Diablo Grande portfolio. We will fund the agreed marketing program, with brokerage compensation payable upon successful closings.

Primary contacts

Troy Ross | Sales Associate | Lead Agent
Troy.Ross@c21selectgroup.com | 209-617-8452

Mike Allen | Commercial Division Manager | Secondary Contact
Mike.Allen@selectgroupre.com | 559-310-4455

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1 Executive Summary and Commitment

Diablo Grande requires a brokerage team that can translate a complex portfolio into an understandable investment opportunity, reach qualified developers nationally, and manage a disciplined path from initial interest to closing. CENTURY 21 Select Real Estate Commercial, powered by Select Commercial Group, proposes to provide that team.

Our proposed approach

We will market the portfolio to qualified master developers while evaluating separate or phased sales of selected components. The objective is to improve net recovery, transaction certainty, and the prospects for long-term community development. Each alternative will be evaluated for its effect on shared access, utilities, amenities, and the value of the remaining property.

Our campaign will distinguish the 62 finished custom lots, 60 partially improved lots, remaining development land, golf and clubhouse facilities, maintenance building, and vineyard acreage. We will establish a confirmed asset inventory and a defensible pricing approach before presenting unverified development assumptions to buyers.

Marketing funded by our team

We will deliver and fund the agreed marketing program through our in-house marketing team, company resources, and national network. No upfront marketing retainer or separate seller-funded marketing budget is requested. This commitment enables the District to launch the agreed campaign without an initial brokerage marketing expenditure.

Senior involvement and coordinated execution

Troy Ross, Sales Associate and lead agent, will coordinate local relationships and property information. Patrick Kelley, Director of New Home Development, will support research and development positioning. Mike Allen, Commercial Division Manager, will guide strategy, proposal execution, and major negotiations. Janice Kimsey, Commercial Program Manager, will coordinate marketing production and campaign delivery. This structure connects local knowledge with commercial guidance and dedicated marketing support.

Compensation tied to completed sales

Our proposed compensation schedule appears in Section 9, Compensation and Engagement Terms. Brokerage compensation is payable as transactions close, subject to signed agreements and required approvals.

We seek the opportunity to work with the CFD, WHWD, and their advisers to prepare the portfolio, qualify purchasers, compare disposition alternatives, and complete transactions that support the community’s next stage of development.

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2 Company Qualifications and Project Team

Company platform and assignment capabilities

CENTURY 21 Select Real Estate Commercial brings the local brokerage relationship and access to the CENTURY 21 commercial network and referral channels. Powered by Select Commercial Group, the team combines those strengths with commercial advisory support, marketing production, transaction coordination, and collaboration across the Select organization.

National commercial brokerage leadership

CENTURY 21 Select Real Estate Commercial has been the number one CENTURY 21 Commercial Brokerage in the nation for the past five years among more than 2,000 brokerages. This record reflects our commitment to commercial real estate and the resources we bring to complex assignments.

Resources behind the assignment

Resource	Application to Diablo Grande
Commercial leadership	Senior guidance on positioning, disposition alternatives, buyer negotiations, and transaction strategy.
Marketing production	Offering materials, professional layouts, digital campaign assets, property website, maps, and print collateral.
Listing and transaction support	Organized information intake, document control, milestones, and communications.
Research and analysis	Development information review, buyer economics, competitive positioning, and offer comparison.
Company and franchise relationships	Targeted introductions to developers, builders, capital partners, and cooperating commercial brokers.

Commercial and builder support

Our team brings more than 50 years of combined new construction and development experience to this opportunity. This background informs our work on builder requirements, product positioning, phased sales, and the transition from land acquisition to community sales and marketing.

Our approach connects land disposition with an understanding of builder requirements, phasing, product positioning, and absorption. Where useful to an acquiring developer, our team can discuss future new-home sales and marketing support under a separate agreement. Those potential services are additional capabilities and are not included in the commission proposed here.

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2 Company Qualifications and Project Team

The breadth of our company



$8.5 BILLION
Select Real Estate Companies Combined Volume in 2025

231,000+ Homes Sold Since 1980	100+ Real Estate Offices
10 STATES AND WASHINGTON DC 20 Regions Spanning CA, NV, CO, WY, ID, NM, MT, WA, MD, VA, DC	6 CORPORATIONS 8 Divisions
$105,600,000+ Funded Mortgages in 2025	7,000+ Properties Managed in 2025 Plus 1,000,000 SqFt Commercial in 2025

$1,750,000+ Given to Charity Since 2017	350+ Community Events in 2025	400+ Educational Classes in 2025

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2 Company Qualifications and Project Team

Assigned responsibilities and credentials

Team member	Proposed assignment responsibility
Troy Ross Sales Associate	Lead agent; local relationships; property information; access and tours; local intelligence; day-to-day coordination.
Patrick Kelley Director of New Home Development	Development research; competitive project review; subdivision and builder positioning; strategic buyer targeting; analysis of phased alternatives.
Mike Allen Commercial Division Manager	Strategic guidance; seller and adviser coordination; positioning; disposition recommendations; senior buyer negotiations.
Janice Kimsey Commercial Program Manager	Offering package, brand consistency, website and campaign production, print materials, and marketing workflow.

Accountability and communication

Troy will serve as the lead agent and principal seller contact, with Mike providing senior coordination and strategic support. The team will maintain an assignment calendar, prospect log, document request register, and decision log. Research and marketing production will operate from the same approved asset information to reduce inconsistent claims and avoid duplicative requests to District staff.

Licensing and firm information

Century 21 Select Real Estate Commercial, California DRE 01912741

Troy Ross, Sales Associate and Lead Agent, California DRE 01794254

Patrick Kelley, Director of New Home Development, California DRE 01250484

Mike Allen, Commercial Division Manager, California DRE 01775563

Janice Kimsey, Commercial Program Manager, California DRE 02138720

Century 21 Select Real Estate
437 Century Park Dr. Ste B
Yuba City, CA 95991

The executed engagement will identify the licensed contracting entity, responsible broker, authorized signatories, and personnel assigned to the work. Supporting credentials and any requested insurance documentation will accompany the completed submission or be provided as required by the District.

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3 Relevant Experience and References

Preserve at Millerton

The Preserve at Millerton Lake is an actively listed development assignment totaling approximately $100 million in overall scale, involving Mike Allen and Patrick Kelley. It provides a relevant example of presenting a substantial master-planned community opportunity with distinct development components and finished residential lot offerings.

Project field	Assignment profile
Project and location	The Preserve at Millerton Lake, southeastern Madera County, California
Status and overall scale	Actively listed development assignment totaling approximately $100 million in scale
Community setting	Approximately 2,100 acres and more than two miles of lake shoreline.
Shadow Creek TM 3.1	84 finished lots; stated lot sizes of 5,000 square feet and larger; positioned for production or semi-custom homes.
Shadow Creek TM 3.2	18 finished lots; stated lot sizes approximately 7,000–15,000 square feet; positioned for custom homes.
Finished lot component	102 finished lots across the two identified tracts; these lots are a component of the broader development assignment.
Project team	Mike Allen, California DRE 01775563; Patrick Kelley, California DRE 01250484.

Client contact information available upon request.

Relevance to the proposed assignment

The linked LoopNet listing provides a direct example of how we market the Preserve: presenting the broader community, distinguishing individual development components, and organizing information for prospective developers and builders. This approach is relevant to Diablo Grande's portfolio, finished-lot, and phased disposition alternatives.

View the Preserve at Millerton Lake listing on LoopNet

Our experience with this active assignment informs the proposed presentation and developer outreach for Diablo Grande. Each project's infrastructure, obligations, approvals, and market conditions will be evaluated independently.

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3 Relevant Experience and References

Meriam Park and Bungalow Commons

Meriam Park provides a mixed-use community example within the Select organization. CENTURY 21 Select Real Estate markets residential offerings at Bungalow Commons and retail and office leasing within the same community.

Project field	Assignment profile
Project and location	Meriam Park / Bungalow Commons, Chico, California.
Status and assignment scope	Ongoing. Published residential marketing and commercial leasing offerings; component assignments within the broader community.
Residential offering	Bungalow Commons: single-story homes promoted through a dedicated website with floor plans, video tours, a brochure and showing inquiries.
Commercial component	Foundation Building, 1811 Concord Avenue, Suite 110: Select Commercial Group brochure offering 1,663 rentable square feet / 1,469 usable square feet of office space.
Community amenities	Restaurants, retail, medical services, walking paths, pickleball courts, dog parks and live entertainment.
Brokerage and contact	Nicole Carter, CENTURY 21 Select Real Estate, California DRE 02150386; 530-966-1296; Nicole.carter@c21selectgroup.com.

Relevance to the proposed assignment

The residential website and office brochure demonstrate distinct offerings tied to a shared community setting. This is relevant to presenting Diablo Grande as a comprehensive opportunity while preparing focused materials for individual components and explaining the value of community amenities.

View Bungalow Commons residential marketing

View the Meriam Park office leasing brochure

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3 Relevant Experience and References

River Valley Ranch Golf Club

Coldwell Banker Mason Morse, a part of Select Group, participated in the completed sale of River Valley Ranch Golf Club within a residential community. This historical assignment provides relevant experience in the disposition of golf and clubhouse assets.

Project field	Assignment profile
Project and location	River Valley Ranch Golf Club, Carbondale, Colorado.
Status and transaction period	Completed sale in 2012 and again in 2018
Golf and clubhouse assets	18-hole course on 187 acres; 12,500-square-foot clubhouse with a 150-person banquet facility.
Residential community context	Amenity centerpiece of a development with 554 homesites; the surrounding residential development was not included in the sale.
Seller representation	Bryan Peterson of Mason and Morse and Chris Charnas of Links Capital Advisors represented Crown Golf Properties.
Purchaser and outcome	Dale Rands acquired the course and related facilities.

Relevance to the proposed assignment

This assignment is directly relevant to Diablo Grande's golf and clubhouse components and the evaluation of separate amenity transactions within a larger recreational community. It demonstrates seller representation involving recreational assets whose role extends beyond the property being sold.

View the River Valley Ranch sale announcement

View the transaction report (printed page 18)

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4 Understanding the Diablo Grande Opportunity

The RFP describes approximately 3,037 acres within the preliminary development plan and an actual development planning area of approximately 2,250 acres. The assignment concerns CFD-owned assets described in the RFP; existing occupied homes provide community context and are not represented here as inventory offered for sale.

Component	Current description and verification focus
62 custom residential lots	Described as ready to build with stubbed utilities and streets; verify title, permits, assessments, and service availability.
60 partially improved lots	Require lot lines and have partial infrastructure; confirm mapping, completion costs, and delivery requirements.
Remaining development land	Potential for approximately 1,400 additional residences, as estimated in the RFP; verify current approvals and constraints.
Golf and clubhouse facilities	Two inactive courses and clubhouse with pool, restaurant, bar, and pro shop; evaluate condition, operating economics, and permitted alternatives.
Maintenance and vineyard assets	Maintenance building and approximately 100 acres of fallow vineyard land; confirm acreage, access, condition, and separability.

Value must be established from current conditions

No asking price or minimum recovery target has been provided. The clarification responses report an appraisal of the overall project expected by November 7, 2026. We will review that work with the seller and advisers, test it against current market evidence and buyer economics, and recommend pricing and offering parameters. This proposal assigns no assumed portfolio value.

Issues that shape execution

A confirmed parcel schedule, title and assessment information, water and sewer capacity, infrastructure obligations, access and fire requirements, and the condition of inactive amenities will influence purchaser interest. The Chapter 9 setting also requires coordination with the CFD's advisers on transaction and compensation approvals. Separate sales must preserve the marketability and practical operation of remaining assets.

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5 Proposed Marketing and Disposition Strategy

Portfolio offering and component alternatives

We propose a coordinated campaign that presents the full portfolio to qualified master developers while testing whether selected component sales can improve the seller's overall outcome. The District will approve offering configurations, pricing guidance, and the information released to prospective purchasers.

Lead with a credible master developer opportunity

The principal offering will explain the land, development potential, existing community, infrastructure, amenities, and responsibilities a purchaser would assume. It will identify what is verified, what remains subject to investigation, and the information available for further review. We will seek experienced developers with the capital and operating capacity to acquire and advance the property.

Prepare focused component offerings

Offering	Target purchaser and strategic purpose
Finished lot blocks	Custom builders, regional builders, or lot investors able to evaluate current delivery conditions and near-term construction.
Partially improved lots	Builders and land developers able to complete mapping and infrastructure.
Remaining development parcels	Master developers, regional or national builders, and development capital partners with a credible execution team.
Golf and clubhouse assets	Experienced recreation, hospitality, or community amenity operators and redevelopment groups.
Vineyard and maintenance components	Specialist purchasers where permitted uses, access, and shared services support an independent transaction.

Protect the value of the whole

Before recommending a component sale, we will examine access, easements, utility connections, shared facilities, ongoing maintenance, development obligations, and impacts on the balance of the portfolio. Counsel and technical advisers will address legal and engineering requirements. We will not treat an apparently marketable component as independent until those relationships are understood.

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5 Proposed Marketing and Disposition Strategy

Builder in a Box support for prospective purchasers

CENTURY 21 Select Real Estate Commercial, powered by Select Commercial Group, can partner with custom home builders, regional builders, and lot investors through our comprehensive Builder in a Box program. This capability is a key part of our buyer outreach: a prospective purchaser can evaluate the land opportunity and discuss a coordinated plan for positioning, marketing, and selling the future community with the same company.

Program capability	Application to a builder or developer purchaser
Land acquisition support	Market research, site evaluation, diligence coordination, feasibility review, and acquisition strategy.
Product and pre-sales strategy	Buyer and competitor research, product positioning, pricing guidance, launch planning, and early demand generation.
Sales team deployment	Recruiting, training, and managing new-home sales teams; lead response, sales processes, and performance tracking.
Marketing and advertising	Community branding, dedicated websites, digital outreach, print materials, and campaigns that support home sales.
Imaging and on-site presentation	Professional photography, aerial drone content, renderings and virtual presentations where appropriate, and coordinated signage.

A coordinated path from acquisition to home sales

The program gives purchasers a possible one-stop shop for real estate and sales support while they focus on development and construction. It also gives our team a more useful conversation with prospective buyers: how the finished lots, development parcels, and community can be brought to market after acquisition. This continuity is a distinguishing part of our offering for Diablo Grande.

Future builder services would be optional and separately scoped and contracted with the purchaser. They are not included in the District's proposed brokerage commission or marketing commitment, and purchasing the property would not require using the program.

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5 Proposed Marketing and Disposition Strategy

Preparation pricing and market feedback

Build an organized information base

At appointment, we will request a current APN and ownership schedule, available title reports, parcel and entitlement maps, appraisal materials, assessment information, utility documents, and available engineering and environmental studies. An information register will record the source, date, reliability, and status of outstanding items. The data room will distinguish seller-supplied documents from broker analysis and buyer investigation requirements.

Translate the assets into buyer economics

We will evaluate market evidence by component and consider infrastructure completion, carrying costs, development time, absorption, and amenity rehabilitation. The appraisal will inform the analysis without replacing market testing. Recommendations may include an asking price, an invitation for offers, or a structured proposal process, depending on seller objectives and the evidence available.

Use an approved market launch

The launch package will include an executive overview, asset descriptions, location and reference maps, a property website, and an offering memorandum. Detailed diligence documents will be released through a controlled process. New photography or aerial content will be commissioned as appropriate within the agreed program and after access and operating permissions are arranged.

Test alternatives against the same criteria

We will compare portfolio and component interest using net seller proceeds, purchaser funding, deposits, diligence periods, closing conditions, approval requirements, and effects on the remaining property. Where suitable, the District may invite qualified groups to submit offers on a common timetable. We will recommend a process after initial market feedback rather than commit the seller to an artificial auction schedule.

Report feedback and recommend adjustments

Prospect objections, price indications, financing constraints, and requests for additional information will be summarized for the seller. We will recommend changes to presentation, configuration, pricing, or outreach when evidence supports them, with approval before material changes are implemented.

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6 National Reach and Marketing Resources

Direct outreach and distribution

Our national campaign will combine targeted developer contact, CENTURY 21 commercial introductions, Select company relationships, cooperating-broker outreach, and selected commercial listing channels. Direct conversations with suitable purchasers will be the core of the campaign.

Audience	Outreach focus
Master developers	Experience completing communities, managing infrastructure and amenities, and coordinating multiple product types.
Regional and national homebuilders	Acquisition teams with relevant geography, product, lot delivery, and absorption requirements.
Land development and investment groups	Capital and operating partners able to underwrite phased land delivery and development obligations.
Golf recreation and hospitality groups	Operational experience and funding for amenity rehabilitation and sustainable use.
Commercial brokerage relationships	Introductions to qualified purchasers and advisers with relevant land and development assignments.

A researched prospect list

We will organize prospects by acquisition criteria, operating experience, geographic interest, capital capacity, and likely component fit. Outreach will identify the appropriate acquisition or investment decision-maker. Each contact will receive an accurate overview and a clear route to qualification, further information, and a property tour.

Company and franchise introductions

The team will request focused introductions through CENTURY 21 commercial relationships and Select's organization. Network participation will support referral outreach and local market intelligence. It will not substitute for checking each prospect's actual capacity and interest in this assignment.

Commercial listing exposure

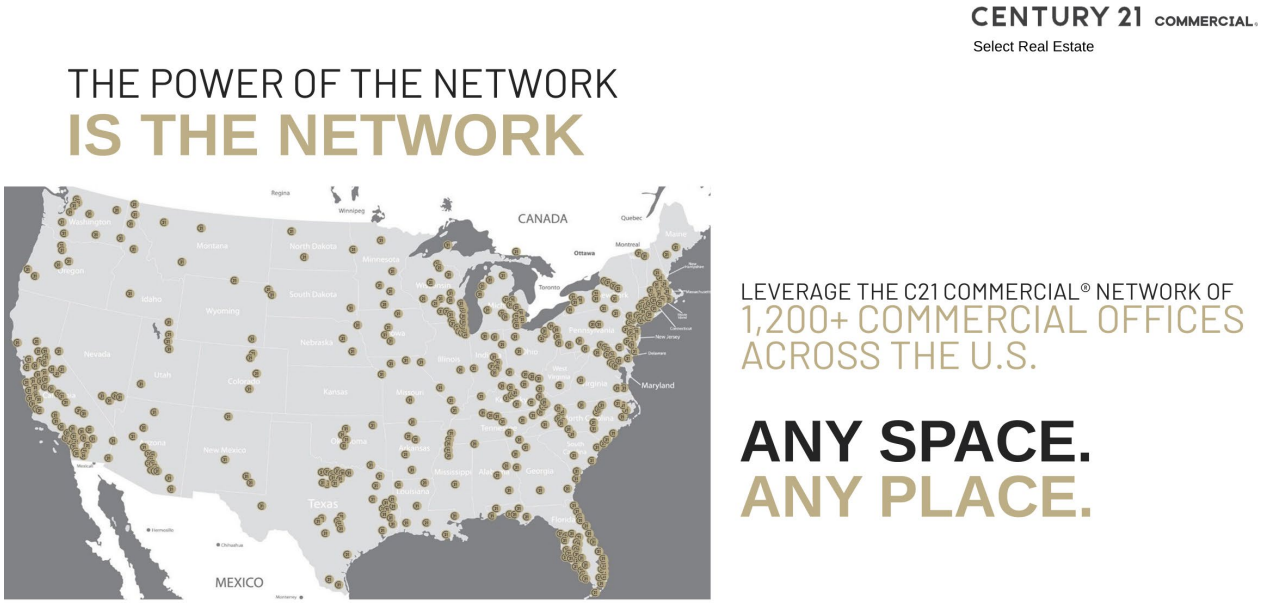
Selected use of CoStar, LoopNet, CREXi, and applicable franchise channels will supplement direct outreach, subject to platform access, suitability, and the approved campaign. Listings will use consistent asset descriptions and direct inquiries to the assignment team. Broader exposure will be evaluated on qualified engagement rather than impressions alone.

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6 National Reach and Marketing Resources

A coast-to-coast commercial network

CENTURY 21 Select Real Estate Commercial connects this local assignment to a nationwide commercial network of more than 1,200 offices. That coast-to-coast reach supports targeted introductions to developers, builders, investors, and commercial professionals with relevant acquisition relationships.



Turn network reach into qualified engagement

We will use the office network to identify appropriate acquisition contacts and request purposeful introductions, then follow through directly with prospects. Outreach will focus on development experience, financial capacity, geography, and fit with the portfolio or its components. Prospects introduced through the network will follow the same qualification process as other purchasers.

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6 National Reach and Marketing Resources

Marketing program funded by our team

CENTURY 21 Select Real Estate Commercial, powered by Select Commercial Group, will fund the agreed brokerage marketing program through our existing production team and resources. No upfront marketing retainer or separate seller-funded marketing budget is requested. We will define the deliverables and internal campaign budget at engagement so the commitment has a clear operating scope.

Deliverable	Purpose and proposed content
Executive overview	Concise investment introduction, component summary, location, and qualification process.
Offering memorandum	Approved property narrative, development context, asset schedule, risks, and disposition alternatives.
Professional photography and aerial drone content	Accurate current-condition presentation, arranged within the agreed production scope.
Maps and graphics	Clear location and component orientation with source and status labels; technical boundaries verified separately.
Dedicated property website and data room	A single campaign destination with controlled access to detailed documents.
Email and broker outreach	Targeted messages, follow-up materials, network introductions, and prospect tracking.
Print and digital collateral	Consistent dual branding, professional layouts, presentation materials, and approved signage as appropriate.
Professional on-site signage and imaging	Coordinated project identification and directional signage, branded graphics, and website or QR-code inquiries, with approved placement that supports property tours and buyer follow-up.

Quality and review

Marketing materials will use current approved facts, readable typography, high-resolution images at their intended print size, and source labels for reference maps. The team will review layouts and reconcile asset descriptions before publication. The CFD and designated advisers will approve substantive property claims and offering terms.

Scope of the funding commitment

Brokerage marketing is separate from seller legal services, appraisal, title, survey, engineering, environmental studies, entitlement work, property repair, security, and operating costs. Those property and professional costs are not included in our marketing commitment. Any proposed change outside the agreed program will require a written scope decision before a cost is incurred for the seller.

Capabilities are adapted from Select's October 23, 2026 company brochure. Property-specific materials will be produced for Diablo Grande after information verification and seller approval.

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7 Buyer Qualification and Transaction Management

Our process will qualify interest early, reserve detailed staff time for credible purchasers, and provide the District with a consistent basis for comparing offers. We will coordinate the process with the seller's legal and technical advisers.

Screen experience and financial capacity

Initial inquiries will be evaluated through a structured questionnaire, which may be delivered through Jotform, followed by a discussion with the acquisition team. We will request the purchasing entity, principals, beneficial ownership information as appropriate, relevant completed developments, proposed capital sources, acquisition objectives, and intended development approach.

Before advanced negotiations, prospects will be asked for suitable evidence of liquidity, financing or equity support, references, and authority to proceed. Background or financial checks will be coordinated through appropriate authorized providers and advisers. Newly formed acquisition entities will need to demonstrate the experience and backing of their sponsors.

Control access and document follow through

A nondisclosure agreement and qualification review will precede access to sensitive materials where appropriate. Data-room permissions, tours, questions, and seller responses will be recorded. Prospects will be advised that confidentiality arrangements remain subject to the District's applicable disclosure obligations, as determined by counsel.

Compare offers on more than price

Evaluation factor	Items to review
Financial terms	Price, deposits, funding evidence, payment timing, and net proceeds.
Execution certainty	Diligence period, contingencies, approvals, assignment rights, and closing conditions.
Development capacity	Relevant experience, operating partners, implementation plan, and capital for post-acquisition work.
Portfolio consequences	Retained obligations, shared systems, access, amenities, and effects on unsold assets.

Coordinate negotiation and closing

We will maintain an issues list and closing calendar, facilitate commercial discussions, and coordinate with the CFD, WHWD, counsel, escrow, title, and purchaser representatives. Counsel will determine the applicable approval process and document legal requirements. Brokerage compensation and transaction terms remain subject to the executed agreements and required approvals.

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8 Implementation Schedule and Reporting

The following schedule begins after appointment and execution of the engagement. It is a proposed sequence rather than a guaranteed launch or sale date. Access to documents, appraisal delivery, seller decisions, and legal requirements will determine the final timetable.

Period	Primary actions	Deliverable or decision
Days 1–15	Kickoff; confirm asset inventory, approvals, contacts, document availability, and marketing scope.	Information register, decision responsibilities, and production plan.
Days 15–30	Review appraisal when available; organize data room; research prospects; prepare positioning and offering configurations.	Pricing and configuration recommendations; preliminary materials.
Days 30–45	Finalize approved offering materials and website; complete initial imagery; launch targeted outreach when ready.	Approved launch package and documented prospect campaign.
Days 45–90	Conduct follow-up, qualification, tours, questions, and offer discussions.	Market feedback and recommendations on process or pricing.
Ongoing	Advance qualified offers, coordinate approvals, and manage diligence and closing milestones.	Offer comparisons, transaction calendar, and closing coordination.

Reporting cadence

We propose brief working updates during preparation and active negotiations, supported by a monthly written report. Board presentations will be coordinated with the District's meeting schedule. Material offers, significant buyer issues, and decisions requiring seller direction will be communicated promptly rather than held for the next monthly report.

Measures that inform decisions

Reports will track targeted contacts, responses, qualified prospects, signed confidentiality agreements, data-room access, tours, offers, principal objections, and next actions. Digital activity will provide context, while the emphasis remains purchaser quality, progress toward offers, and barriers to closing.

Dependencies and decision points

The team will identify decisions the District must make and the information needed for them. The November appraisal, confirmed ownership schedule, utility capacity, title and assessment review, and approval requirements may affect launch timing or the choice of disposition method. We will adjust the schedule with the seller as those items are resolved.

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9 Compensation and Engagement Terms

Progressive commission proposal

CENTURY 21 Select Real Estate Commercial proposes success-based compensation payable at completed closings. The listing-side fee is separate from any additional fee for our representation of the buyer and from compensation separately requested by an outside buyer broker.

Portion of gross sales price	Listing side	Additional buyer side	Total if we represent both
First $5,000,000	2.0%	1.5%	3.5%
Above $5,000,000 through $30,000,000	1.5%	1.0%	2.5%
Above $30,000,000	1.0%	0.5%	1.5%

Progressive application

Each rate applies only to the portion of consideration within its tier. The proposed listing-side tiers apply to cumulative closed gross sale proceeds from bulk lot, development-parcel, and portfolio sales under the engagement. The tiers do not restart at each bulk or phased closing, and no commission is payable on a future phase until it closes.

Additional buyer representation fee

The additional buyer-side fee applies only when our brokerage also represents the buyer under documented agency and compensation arrangements, with required disclosures, consent, and approvals. Introducing or sourcing an unrepresented purchaser alone does not trigger the additional fee. Outside buyer-broker compensation is addressed separately on the following page.

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9 Compensation and Engagement Terms

Transaction scope and engagement provisions

Outside buyer brokers

The proposed listing fee is our brokerage's compensation for representing the seller. Our brokerage will not pay or share that fee with an outside buyer broker. An outside broker will negotiate compensation with its buyer and present any requested seller payment separately for consideration and approval. The listing-side schedule does not cap the seller's total brokerage cost if the seller agrees to an additional outside buyer-broker payment.

Phased sales and commission records

The closing record will identify the consideration allocated to the assets sold, cumulative eligible proceeds, the applicable tier portions, prior commissions paid, and whether our brokerage represents that purchaser. The engagement will specify how the additional buyer-side tiers operate where purchaser representation varies among phases, so no additional fee is charged for a purchaser our brokerage does not represent.

Individual residential lot sales

Individual retail lot sales are excluded from the bulk-sale commission schedule and will require a separate written rate and minimum fee before retail marketing begins. Their compensation will not decline automatically because the portfolio has accumulated bulk-sale volume. No retail rate or minimum dollar fee is established by this proposal.

Alternative consideration and structures

Joint ventures, development agreements, options, installment payments, debt assumptions, noncash consideration, and similar structures require a written compensation treatment before the seller commits to that structure. The engagement will define gross sales price, exclusions, allocation among assets, and payment timing. Fees will not be calculated on hypothetical future home sales or unclosed development value.

Approvals and engagement documentation

All compensation remains subject to signed agreements and required seller and court approvals. The clarification responses indicate that the court will have the final decision on commission. Counsel will confirm the actual procedure and approval requirements. This proposal does not assume that a fee or sale is approved merely because the brokerage is selected.

The engagement will also establish the listing term, renewal or termination provisions, any prospect protection period, excluded or previously introduced parties, authorized offering configurations, reporting responsibilities, and the agreed marketing scope. No advance fee, unapproved reimbursement, or unclosed-phase commission is proposed here.

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Closing Statement and Signatures

Thank you for the opportunity to present our proposal for the Diablo Grande Community Facilities District No. 1 properties. CENTURY 21 Select Real Estate Commercial, powered by Select Commercial Group, welcomes the opportunity to help the District identify capable purchasers and advance the community's next stage of development.

We understand that this assignment requires sustained attention to property information, development economics, purchaser qualifications, and the consequences of each disposition decision. Our team will combine Troy Ross's local relationships, Patrick Kelley's new-home and mixed-use development perspective, Mike Allen's national-scale commercial leadership, and Janice Kimsey's program and marketing coordination to carry that work forward.

We look forward to discussing the proposal with the Board, answering questions, and finalizing an engagement that supports the District's objectives.

Respectfully submitted,

CENTURY 21 Select Real Estate Commercial
Powered by Select Commercial Group

AuthentiSIGN
Troy Ross _____ 10/27/26

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Sales Associate and Lead Agent
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209-617-8452

Michael R. Allen _____ 10/27/26

Mike Allen
Commercial Division Manager
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