



**AMENDMENT NO. 3
TO
CONTRACT NO. MA-042-21010679
FOR
Project Homekey Operator Services**

This Amendment (“Amendment No. 3”) to Contract No. MA-042-21010679 for Project Homekey Operator Services is made and entered into on May 24, 2022, (“Effective Date”) between Katella Housing Partners LP (“Contractor”), with a place of business at 17701 Cowan Ste 200, Irvine CA 92614, and the County of Orange, a political subdivision of the State of California (“County”), through its Health Care Agency, with a place of business at 405 W. 5th St., Ste. 600, Santa Ana, CA 92701. Contractor and County may sometimes be referred to individually as “Party” or collectively as “Parties”.

RECITALS

WHEREAS, County and JHC-Katella LLC (“JHC-Katella”) executed Contract No. MA-042-21010679 for Project Homekey Operator Services, effective November 3, 2020 through November 2, 2025, in an amount not to exceed \$8,482,727 (“Contract”); and

WHEREAS, County and JHC-Katella executed Amendment No. 1 to amend Exhibit A, Paragraph V. Services, subparagraph B.2. Referral and Intake Process; and

WHEREAS, County and JHC-Katella executed Amendment No. 2 to amend Exhibit A, Paragraph VI. Staffing; and

WHEREAS, JHC-Katella informed County that JHC-Katella desires to assign the Contract to Katella Housing Partners LP, effective May 24, 2022; and

WHEREAS, Paragraph X. Delegation, Assignment and Subcontracts, of the Contract requires County’s express written consent to any assignment of the Contract; and

WHEREAS, County discovered the Contract incorrectly stated the contractor name as “Jamboree Housing Corporation dba JHC-Katella LLC” instead of “JHC-Katella LLC” due to an administrative error; and

WHEREAS, the Parties now desire to enter into this Amendment No. 3 to incorporate the Parties’ Assignment, Novation and Consent Agreement into the Contract that assigns the Contract from JHC-Katella LLC to Katella Housing Partners LP, effective May, 24, 2022, and to correct the administrative error.

NOW THEREFORE, Contractor and County agree to amend the Contract as follows:

1. The contractor name in the Contract is corrected to read “JHC-Katella LLC”, effective November 3, 2020.
2. Referenced Contract Provisions, Notices to COUNTY and CONTRACTOR is deleted in its entirety and replaced with the following:

COUNTY: County of Orange
Health Care Agency

CONTRACTOR: Katella Housing Partners LP
17701 Cowan Ste. 200

Contract Services
405 W 5th St., Ste. 600
Santa Ana, CA 92701-4637

Irvine, CA 92614-6840

3. Referenced Contract Provisions, CONTRACTOR DUNS Number and CONTRACTOR TAX ID Number of the Contract are deleted in their entirety and replaced with the following:

CONTRACTOR DUNS Number: 10-696-8601

CONTRACTOR TAX ID Number: 87-1133728

4. The Parties' Assignment, Novation and Consent Agreement is added to the Contract as Exhibit D, effective May 24, 2022.
5. All references in the Contract to "JHC-Katella, LLC" are replaced with "Katella Housing Partners LP".

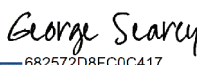
This Amendment No. 3 modifies the Contract only as expressly set forth herein. Wherever there is a conflict in the terms or conditions between this Amendment No. 3 and the Contract, including all previous amendments, the terms and conditions of this Amendment No.3 prevail. In all other respects, the terms and conditions of the Contract, not specifically changed by this Amendment No. 3 remain in full force and effect.

SIGNATURE PAGE FOLLOWS

SIGNATURE PAGE


IN WITNESS WHEREOF, the Parties have executed this Amendment No. 3. If Contractor is a corporation, Contractor shall provide two signatures as follows: 1) the first signature must be either the Chairman of the Board, the President, or any Vice President; 2) the second signature must be either the Secretary, an Assistant Secretary, the Chief Financial Officer, or any Assistant Treasurer. In the alternative, a single corporate signature is acceptable when accompanied by a corporate resolution or by-laws demonstrating the legal authority of the signature to bind the company.

Contractor: Katella Housing Partners LP

George Searcy	COO
_____	_____
Print Name	Title
DocuSigned by:	
	4/21/2022
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	Date

JHC-Katella MGP LLC a California limited liability company
Contractor: Managing General Partner

By: Jamboree Housing Corporation a California non profit public benefit corporation,
Contractor Managing Member

Michael Massie	Chief Development officer
_____	_____
Print Name	Title
DocuSigned by:	
	4/22/2022
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	Date

JHC-Katella MGP LLC a California limited liability company
Contractor: Managing General Partner

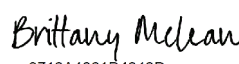
By: Jamboree Housing Corporation a California non profit public benefit corporation,
Contract Managing Member

County of Orange, a political subdivision of the State of California

Purchasing Agent/Designee Authorized Signature:

_____	_____
Print Name	Title
_____	_____
Signature	Date

APPROVED AS TO FORM
Office of the County Counsel
Orange County, California

Brittany McLean	Deputy County Counsel
_____	_____
Print Name	Title
DocuSigned by:	
	4/22/2022
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	Date

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EXHIBIT D
TO CONTRACT FOR PROVISION OF
PROJECT HOMEKEY OPERATOR SERVICES
BETWEEN
COUNTY OF ORANGE
AND
KATELLA HOUSING PARTNERS LP
NOVEMBER 3, 2020 THROUGH NOVEMBER 2, 2025

I. ASSIGNMENT, NOVATION AND CONSENT AGREEMENT

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ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (the "**Assignment**") is made and entered into as of May 24, 2022, by and among the COUNTY OF ORANGE, a political subdivision of the State of California (the "**County**"), JHC-KATELLA LLC, a California limited liability company, as assignor (the "**Assignor**"), and KATELLA HOUSING PARTNERS LP, a California limited partnership, as assignee (the "**Assignee**"), collectively, the "**Parties.**"

RECITALS

- A. On or about November 3, 2020, Assignor and County entered into Contract No. MA-042-21010679 for Provision of Project Homekey Operator Services (the "**County Contract**"), pursuant to which County agreed to provide "Project Homekey Operator Services" (as defined therein) with respect to certain real property owned by Assignor in the City of Stanton, County of Orange, State of California (the "**Property**").
- B. Assignor and Assignee have entered into a Purchase and Sale Agreement and Escrow Instructions for the purchase and sale of the Property, pursuant to which Assignee agreed to assume Assignor's obligations under the County Contract.
- C. In consideration of the assumption of the obligations under the County Contract, County desires to consent to the assignment of the County Contract to Assignee in accordance with Article X of the County Contract.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Assignment of County Contract. Assignor hereby assigns and delivers to Assignee the County Contract and all of the rights, interests, benefits and privileges of the Assignor thereunder, and Assignee hereby accepts such assignment.

2. Assumption of Obligations. By acceptance of this Assignment, Assignee hereby assumes and agrees to perform and to be bound by all of the terms, covenants, conditions and obligations of Assignor under the County Contract for the benefit of the County.

3. Consent; Release. The County consents to the assignment of the County Contract from Assignor to Assignee in accordance with Article X of the County Contract. The County releases and discharges Assignor from any and all obligations, duties and liabilities owed to the County under the County Contract and accepts the obligations, duties and liability of Assignee under the County Contract in lieu of the obligations, duties and liabilities of Assignor.

Stanton Inn/Apartments PSH Conversion
Assignment and Assumption of County Contract

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4. Successors and Assigns. This Assignment shall be binding upon and inure to the benefit of the successors, assigns, personal representatives, heirs and legatees of the respective parties hereto.

5. Counterparts. This Assignment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

6. Governing Law. This Assignment shall be governed by, interpreted under, and construed and enforceable with, the laws of the State of California.

-Signatures follow -

Stanton Inn/Apartments PSH Conversion
Assignment and Assumption of County Contract

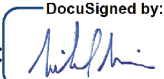
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ASSIGNOR:

JHC-Katella LLC,
a California limited liability company

By: Jamboree Housing Corporation,
a California nonprofit public benefit
corporation, its Manager

By:  _____
B1936AE1DB034FC, Chief Development Officer

Stanton Inn/Apartments PSH Conversion
Assignment and Assumption of County Contract

Signature Page

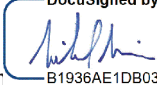
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ASSIGNEE:

KATELLA HOUSING PARTNERS LP
a California limited partnership

By: JHC-Katella MGP, LLC
a California limited liability company
its Managing General Partner

By: Jamboree Housing Corporation,
a California non-profit
public benefit corporation,
its Managing Member

DocuSigned by:
By:  _____
Name: B1936AE1DB034FC...assie
Title: Chief Development Officer

Stanton Inn/Apartments PSH Conversion
Assignment and Assumption of County Contract

Signature Page

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COUNTY:

COUNTY OF ORANGE, a political subdivision of the state of California

DocuSigned by:
By: Clayton Chan, M.D., PhD
AFEE619990EB464... ASL, Director
OC Health Care Agency

APPROVED AS TO FORM
COUNTY COUNSEL
ORANGE COUNTY, CALIFORNIA

DocuSigned by:
By: Brittany McLean
9713A4061D4343D...
Deputy

Dated 4/22/2022

Stanton Inn/Apartments PSH Conversion
Assignment and Assumption of County Contract

Signature Page

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