

**PRE-DEVELOPMENT EXPRESSION OF INTEREST LETTER**  
**(Non-Binding)**

**PART I. Purpose.**

(1) Potential Purchaser: \_\_\_\_\_

(2) Purpose: The Potential Purchaser expresses interest in unit \_\_\_\_ (“Unit”) in Building \_\_\_\_, as identified in the Site Plan (defined below). Potential Purchaser submits this non-binding Pre-Development Expression of Intent Letter (“EOI”) based on the following:

**PART 2: Project Information**

A. RNB Associates, Inc. a California Corporation and Green Valley Corporation, a California Corporation (collectively, “Developer”), on behalf of Scotts Valley Motorsport Park, LLC. Developer has entered into a Pre-Development Agreement executed in January 2021 (“PDA”) in which the Developer was granted an exclusive right to purchase real property located at 5300 Scotts Valley Dr., Scotts Valley, California, consisting of two (2) parcels (APNs: 022-04-206 and 022-04-207), with a combined acreage of approximately 1.382 acres of land, the location and general dimensions of which are identified as lots “6” and “7” on the attached Assessor’s Map attached as Exhibit A (“Property”).

B. Under the PDA, Developer has the exclusive right to investigate and determine the development potential of the Property. Developer is currently investigating and pursuing entitlements for a multi-unit commercial condominium project to be known as “Scotts Valley Motorsport Park” as generally depicted in the Site Plan attached Exhibit B (“Project”).

C. Potential Purchaser has expressed interest in purchasing a Unit within the Project and seeks a priority position relative to the Unit purchase by virtue of this EOI, and subject to the terms and conditions set forth below.

**PART 3: Definitive Purchase Agreement**

1. Conditions Precedent to Definitive Agreement. Perspective Purchaser acknowledges that any definitive purchase agreement for the Unit referenced in this EOI is subject to (a) Developer’s securing approval for all entitlements, approvals, and permits relating to the Project (including a merger of the two parcels into a single parcel); and (b) assignment of the PDA to Scotts Valley Motorsport Park, LLC, a California limited liability company (“SVMP”); and (c) SVMP closing escrow (PDA provides the close of escrow to occur 18 months from April 2021, together with three (3) extensions for up to six (6) months each).

2. Definitive Agreement. Upon satisfaction of the conditions precedent in Section 1 (a) - (c) above, SVMP and Perspective Purchaser shall enter into an acceptable definitive

agreement for the sale of the subject Unit (“**Definitive Agreement**”). In the event any of the conditions precedent in Section 1 (a) - (c) above are not satisfied, this EOI shall be void and have no force or effect.

3. Acknowledgments. Perspective Purchaser acknowledges that Project has not yet been approved by the City of Scotts Valley and that the design, layout, location, unit designation, size and architectural details of the Unit and/or Project are subject to change during the entitlement process referred to in Section 1 (a) above. Perspective Purchaser shall have the right to review and approve any changes to the Unit and/or Project prior to entering into the Definitive Agreement. Further, Perspective Purchaser acknowledges the purpose of this EOI is to reserve a priority position on behalf of the Perspective Purchaser relative to the potential sale of the Unit, and does not constitute a contract of sale for the Unit. Developer shall have the right to accept more than one EOI for any Unit within the Project.

**PERSPECTIVE PURCHASER**

Signature:

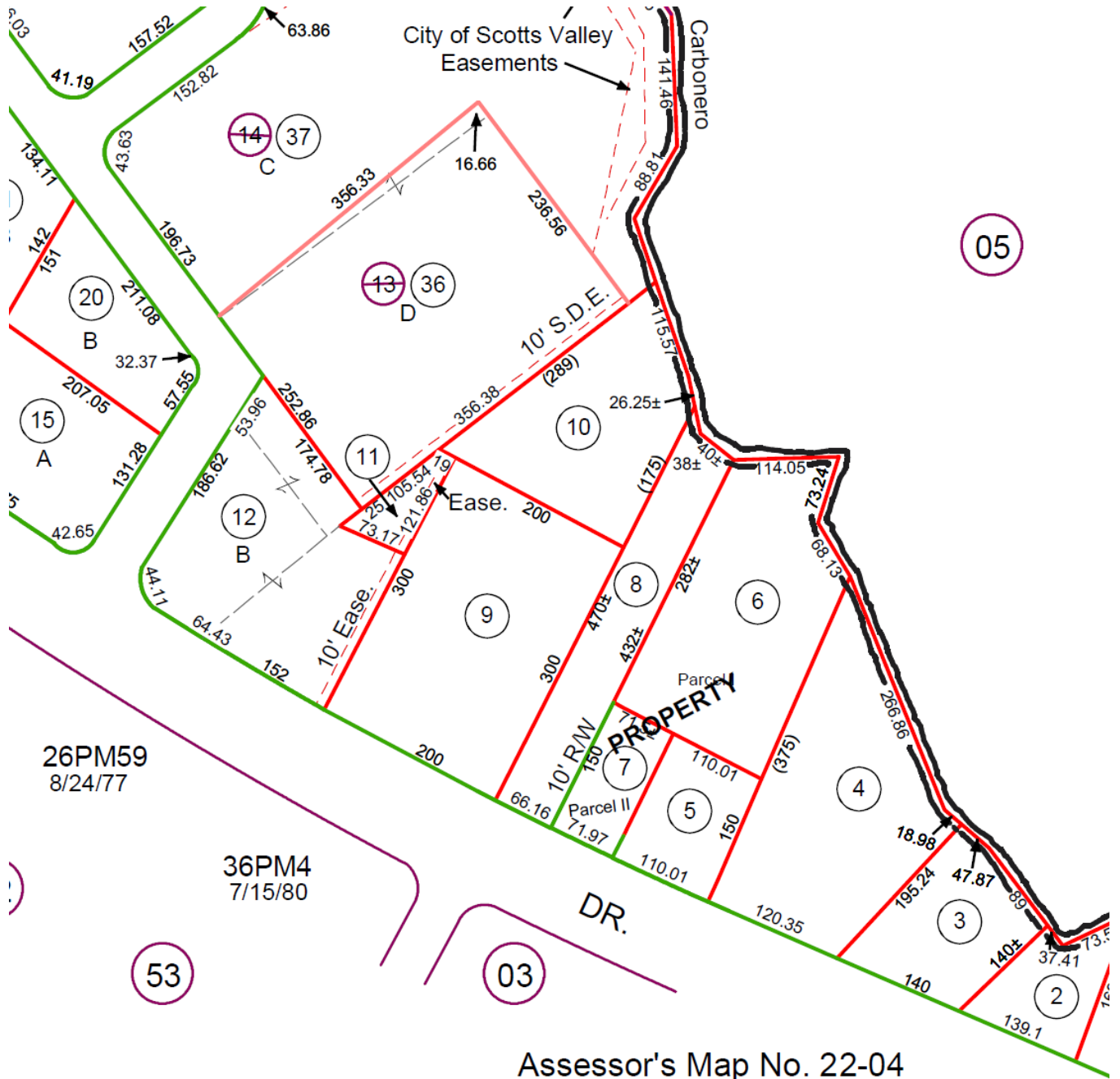
Name:

Address:

Email:

Date:

Exhibit A  
Property  
(APNs: 022-04-204 and 022-04-207)



# Exhibit B Site Plan

