

FIFTH AMENDMENT TO THE PLANNING AGREEMENT
Between the Mendocino Redwood Company and
the California Department of Fish and Wildlife regarding
the Mendocino Redwood Company Natural Community Conservation Plan

RECITALS

The Planning Agreement between the Mendocino Redwood Company ("MRC") and the California Department of Fish and Wildlife ("DFW") regarding the Mendocino Redwood Company Natural Community Conservation Plan, dated June 23, 2003, was entered into August 7, 2003, (the "Planning Agreement").

Effective July 1, 2009, in the First Amendment to the Planning Agreement, MRC and DFW extended the duration of the Agreement to July 1, 2014, and replaced Exhibit C of the Agreement with the current Exhibit C.

Effective June 2, 2014, in the Second Amendment to the Planning Agreement, MRC and DFW extended the duration of the Agreement to July 1, 2015.

Effective June 19, 2015, in the Third Amendment to the Planning Agreement, MRC and DFW extended the duration of the Agreement to July 1, 2017.

Effective June 30, 2017, in the Fourth Amendment to the Planning Agreement, MRC and DFW extended the duration of the Agreement to July 31, 2017.

Now MRC and DFW again wish to extend the terms of the Planning Agreement by way of this Fifth Amendment (the "Third Amendment").

AMENDMENT

MRC and DFW agree to amend the Planning Agreement effective July 28, 2017, as follows:

1. Section 7.3 of the Agreement is amended to read: "This Agreement will remain in effect until January 1, 2018, unless extended by amendment or terminated."
2. This Fifth Amendment may be executed in counterparts.
3. All other terms and conditions of the Planning Agreement shall remain in effect as written.

IN WITNESS WHEREOF, MRC and DFW hereto execute this Second Amendment.

Dated: 7/31/17

THE MENDOCINO REDWOOD COMPANY
By: [Signature]
Robert Mertz, President

Dated: 7/31/17

THE CALIFORNIA DEPARTMENT OF FISH AND WILDLIFE
By: [Signature]
Sandra Morey, Deputy Director

Approved as to form:

Dated: 7/31/17

By: [Signature]
Wendy Bogdan, General Counsel