

**CERTIFICATE
DISCLOSURE OF OWNERSHIP/PRINCIPALS**

1. Definitions

"City" means the City of Las Vegas.

"City Council" means the governing body of the City of Las Vegas.

"Contracting Entity" means the individual, partnership, or corporation seeking to enter into a contract or agreement with the City of Las Vegas.

"Principal" means, for each type of business organization, the following: (a) sole proprietorship – the owner of the business; (b) corporation – the directors and officers of the corporation; but not any branch managers of offices which are a part of the corporation; (c) partnership – the general partner and limited partners; (d) limited liability company – the managing member as well as all the other members.

2. Policy

In accordance with Resolution 79-99 and 105-99 adopted by the City Council, Contracting Entities seeking to enter into certain contracts or agreements with the City of Las Vegas must disclose information regarding ownership interests and principals. Such disclosure generally is required in conjunction with a Request for Proposals (RFP). In other cases, such disclosure must be made prior to the execution of a contract or agreement.

3. Instructions

The disclosure required by the Resolutions referenced above shall be made through the completion and execution of this Certificate. The Contracting Entity shall complete Block 1, Block 2, and Block 3. The Contracting Entity shall complete either Block 4 or its alternate in Block 5. Specific information, which must be provided, is highlighted. An Officer or other official authorized to contractually bind the Contracting Entity shall sign and date the Certificate, and such signing shall be notarized.

4. Incorporation

This Certificate shall be incorporated into the resulting contract or agreement, if any, between the City and the Contracting Entity. Upon execution of such contract or agreement, the Contracting Entity is under a continuing obligation to notify the City in writing of any material changes to the information in this Certificate. This notification shall be made within fifteen (15) days of the change. Failure to notify the City of any material change may result, at the option of the City, in a default termination (in whole or in part) of the contract or agreement, and/or a withholding of payments due the Contracting Entity.

**CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS
(CONTINUED)**

Block 1	Contracting Entity
Name	Newland Communities, LLC
Address	9820 Towne Centre Drive Suite 100, San Diego, CA 92121
Telephone	858/455-7503
EIN or DUNS	33-0824465

Block 2	Description
Subject Matter of Contract/Agreement	Project Management and Consulting Contract; Second Amendment
RFP #:	N/A

Block 3	Type of Business
<input type="checkbox"/>	Individual
<input type="checkbox"/>	Partnership
<input checked="" type="checkbox"/>	Limited Liability Company
<input type="checkbox"/>	Corporation

Block 4	Disclosure of Ownership and Principals		
In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.			
	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.	Sole Member: American Newland Communities, LP A Delaware limited partnership	9820 Towne Centre Drive # 100 San Diego, CA 92121	858/455-7503
2.	General Partner of American Newland Communities, LP: Newland Associates, Inc., A California corporation	9820 Towne Centre Drive # 100 San Diego, CA 92121	858/455-7503
3.	Limited Partner of American Newland Communities, LP: Newland Capital Advisors, LLC, a California limited liability company	9820 Towne Centre Drive # 100 San Diego, CA 92121	858/455-7503
4.	Limited Partner of American Newland Communities, LP: Hunt Newland, L.P, a Delaware limited partnership	c/o 9820 Towne Centre Drive # 100 San Diego, CA 92121	858/455-7503
5.			
6.			
7.			
8.			

The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Principals - Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: _____

Block 5: Disclosure of Ownership and Principals - Alternate

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: N/A

Date of Attached Document: _____ Number of Pages: _____

I certify, under penalty of perjury, that all the information provided in this Certificate is current, complete, and accurate.

State of Nevada
County of Clark

Rita Brandlin

Name

11/21/06

Date

Subscribed and sworn to before me this 21st
day of

November, 2006 by Rita Brandlin

Notary Public



NEWLAND COMMUNITIES, LLC

**ACTION BY WRITTEN CONSENT
OF
THE SOLE MEMBER**

The undersigned, constituting the Sole Member of NEWLAND COMMUNITIES, LLC, a Delaware limited liability company (referred to as the "Company") in accordance with the provisions of the Delaware Limited Liability Company Act, Section 18-101, et seq., of Title 8, Chapter 18 of the Delaware Laws as amended from time to time, do hereby consent to the taking of the following actions and do hereby adopt the resolutions set forth below:

Election of Officers

RESOLVED, that the following named individuals are hereby elected to the office appearing next to their respective names effective as of August 24, 2006, to serve in such capacity until removal or replacement by the sole Member or resignation:

Robert B. McLeod, Chairman of the Board
LaDonna K. Monsees, Vice Chairman, President and Chief Executive Officer
Derek C. Thomas, Vice Chairman
Daniel Van Epp, Executive Vice President and Chief Operating Officer
Richard L. Croteau, Sr. Vice President
Martha K. Guy, Sr. Vice President and Secretary
Brian K. Laidlaw, Sr. Vice President
Vicki R. Mullins, Sr. Vice President and Chief Financial Officer
Walter F. Nelson, Sr. Vice President
Linda G. H. Prosl, Sr. Vice President
Belinda Sward, Sr. Vice President
Teri Slavik-Tsuyuki, Sr. Vice President and Chief Marketing Officer
W. Don Whyte, Sr. Vice President
Davis Wood, Jr., Sr. Vice President
Robert Bernstein, Vice President
Gregory Bielli, Vice President
Peter M. Bridges, Vice President
Anthony P. Dollm, Vice President, Finance
Timothy C. Durle, Vice President
Christopher Enger, Vice President
Blake L. Fillmore, Vice President and Corporate Controller
Dean R. Meyer, Vice President
John Pagluso, Vice President
William Pennington, Vice President
Miles Prestemon, Vice President
Steven Roe, Vice President
Michael L. Rust, Vice President
Bruff L. Shea, Vice President
E. Travis Stone, Jr., Vice President
Kary Andrews, Assistant Vice President
Mitch Barron, Assistant Vice President
Gary Borkowski, Assistant Vice President
Rita Brandin, Assistant Vice President
Rhonda Brewer, Assistant Vice President
Larry Burton, Assistant Vice President
Lisa Chahin, Assistant Vice President
Patrick Clark, Assistant Vice President
Douglas Delano, Assistant Vice President
Debra R. Dremann, Assistant Vice President
Roland E. Driggers, Assistant Vice President

Dennis W. Guerra, Assistant Vice President
Mark L. Hardy, Assistant Vice President
Lori Henriksen, Assistant Vice President
Scott Jones, Assistant Vice President
Brenda G. Kunkel, Assistant Vice President
Phillip S. Luna, Assistant Vice President
Kyle Masters, Assistant Vice President
Larry McDonough, Assistant Vice President
E. William Meyer, Assistant Vice President
Kevin O'Neill, Assistant Vice President
Gina Nixon, Assistant Vice President
Kent S. Puckett, Assistant Vice President
Mary Ruby, Assistant Vice President
Steven Sakurai, Assistant Vice President
Thom Urie, Assistant Vice President
Richard E. Van den Bosch, Assistant Vice President
Shelly White, Assistant Vice President
Laura L. Brewer, Assistant Secretary
Douglas Hageman, Assistant Secretary
D. Brian Hodglin, Assistant Secretary
Susan G. Kanfer, Assistant Secretary
Sharon W. Koplan, Assistant Secretary
Amelia Sanchez, Assistant Secretary
Dolores A. Valle, Assistant Secretary
Matthew Yingling, Assistant Secretary
Danielle E. Bergener, Assistant Treasurer
Daryl-Lynn Burke, Assistant Treasurer

RESOLVED FURTHER, that, effective August 24, 2006, any officer of the Company is hereby authorized, directed and empowered to take, on behalf of the Company, in any of the Company's capacities, all actions that such officer deems necessary, advisable or appropriate in their sole and absolute discretion, including, without limitation, executing and delivering any and all instruments, agreements, certificates and other documents as such officer in his or her sole and absolute discretion deem necessary, advisable or appropriate which instruments, agreements, certificates and other documents shall be in such form as such officer shall approve in his or her sole and absolute discretion, the execution thereof by such officer being conclusive evidence of such approval.

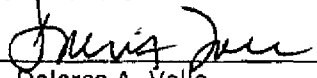
RESOLVED FURTHER, that any actions heretofore or hereafter taken by the officers of the Company within the terms of these resolutions are hereby ratified, certified and adopted in all respects.

DATED as of August 24, 2006.

SOLE MEMBER

American Newland Communities, LP
a Delaware limited partnership

By: Newland Associates, Inc.
a California corporation
Its: General Partner

By: 
Dolores A. Valle
Assistant Secretary