

**AGREEMENT FOR AMENDMENT OF EXCLUSIVE NEGOTIATING AGREEMENT
AMENDMENT NO. 3**

THIS AGREEMENT FOR AMENDMENT OF EXCLUSIVE NEGOTIATING AGREEMENT AMENDMENT NO. 3 ("**Amendment No. 3**"), is made and entered into this ____ day of February, 2018, by and between the SAN DIEGO UNIFIED PORT DISTRICT, a public corporation, hereinafter called "District," and RIDA CHULA VISTA, LLC, a Delaware limited liability company, hereinafter called "RIDA," WITNESSETH:

WHEREAS, District and RIDA entered into that certain Exclusive Negotiating Agreement dated as of February 10, 2015 ("**Original ENA**") related to certain property located in the City of Chula Vista, California as more particularly described therein, which Original ENA is on file in the Office of the District Clerk bearing Document No. 62899; and

WHEREAS, Paragraph 1(a) of the Original ENA granted the Executive Director of the District or her designee the right to extend the Negotiating Period (as such term is defined in the ENA) in writing by up to two, 90-day periods; and

WHEREAS, on February 6, 2016, the District sent a letter to RIDA extending the Negotiating Period to May 12, 2016; and

WHEREAS, on May 4, 2016, the District sent a letter to RIDA extending the Negotiating Period to August 10, 2016; and

WHEREAS, on August 9, 2016, the Board of Port Commissioners (BPC) adopted a resolution authorizing that certain Agreement for Amendment of Exclusive Negotiating Agreement Amendment No. 1 on file in the Office of the District Clerk bearing Document No. 65707 ("**Amendment No. 1**") to extend the Negotiating Period to February 17, 2017; and

WHEREAS, on February 7, 2017, the BPC adopted a resolution authorizing that certain Agreement for Amendment of Exclusive Negotiating Agreement Amendment No. 2 on file in the Office of the District Clerk bearing Document No. 66141 ("**Amendment No. 2**") to extend the Negotiating Period to February 16, 2018; and

WHEREAS, the Original ENA, Amendment No. 1 and Amendment No. 2 shall collectively be referred to herein as, the "ENA"; and

WHEREAS, on June 20, 2017, the BPC and the City of Chula Vista City Council authorized a Non-Binding Letter of Intent among the District, City of Chula Vista, and RIDA, on file in the Office of the District Clerk bearing Document No. 67071 (LOI) to memorialize the basic economic terms and conditions upon which the District, City of Chula Vista and RIDA may

enter into a future agreement related to the development of portions of the Chula Vista Bayfront; and

WHEREAS, the LOI is subject to the provisions of the ENA and does not supersede the terms of the ENA; and

WHEREAS, District and RIDA would now like to further extend the Negotiating Period; and

WHEREAS, District and RIDA are now mutually desirous of amending said ENA.

NOW THEREFORE, for valuable consideration receipt of which is hereby acknowledged, said ENA is hereby amended in the following respects and no others, and except as expressly amended, all terms, covenants and conditions of said ENA shall remain in full force and effect:

- A. Said ENA is hereby amended by deleting Paragraph 1(a) in its entirety and replacing it with the following Paragraph 1(a):

“a. **Period of Negotiations.** The period of negotiations shall commence on February 10, 2015 and shall end on August 16, 2018 (the “Negotiating Period”).”
- B. Capitalized terms not defined herein shall have the meaning ascribed thereto in the ENA.
- C. Each signatory and party to this Amendment No. 3 warrants and represents to the other party that it has the legal authority, capacity and direction from its principal(s) to enter into this Amendment No. 3 and that all resolutions, ordinances or other actions have been taken so as to enter into this Amendment No. 3.
- D. Except as modified by this Amendment No. 3, the ENA is hereby ratified and confirmed.

(Remainder of Page Intentionally Left Blank.)

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 3 as of the day and the year first above written.

APPROVED AS TO FORM AND LEGALITY:
GENERAL COUNSEL

By: _____
Assistant/Deputy

SAN DIEGO UNIFIED PORT DISTRICT,
a public corporation

By: _____
Shaun D. Sumner
Assistant Vice President,
Real Estate and Development
Services

RIDA CHULA VISTA, LLC,
a Delaware limited liability company

By: _____
Signature

PRINT NAME: Ira Mitzner

PRINT TITLE: Authorized Signatory