

November 2, 2018

Via email and certified mail

Ms. Renee Marshall
Chicago Title Insurance Company
National Commercial Services
701 B Street, Suite 1120
San Diego, CA 92101
email: marshallunit@ctt.com

Mr. Chris E. Ghio, Vice President/Sales Manager
Chicago Title Insurance Company
Commercial & Builder Services
2365 Northside Drive, Suite 600
San Diego, CA 92108
email: ghioc@ctt.com

Re: Convention Center Phase III Expansion Site
Ballot Qualification under the Purchase Agreement
Chicago Title Escrow Order No. 87490-RM1

Dear Ms. Marshall and Mr. Ghio:

This confirmation letter pertains to the Purchase and Sale Agreement and Escrow Instructions dated June 21, 2018 ("Purchase Agreement"), among Fifth Avenue Landing, LLC ("FAL"), the San Diego Unified Port District ("District"), and the City of San Diego ("City"). Unless otherwise specified, all capitalized terms in this letter shall have the same meaning ascribed to them in the Purchase Agreement.

This letter serves to confirm the following circumstances and understandings:

1. The City notifies FAL and the District that, based on signature verifications completed by the County Registrar of Voters, the San Diego City Clerk has certified the Ballot Measure has qualified as a measure to be submitted to local voters no later than November 2020.
2. FAL and the District agree: (a) the condition precedent regarding Ballot Qualification in Section 6.1.1 of the Purchase Agreement has been satisfied; and (b) the City has timely satisfied its obligation under Section 7.2.1 of the Purchase Agreement to provide written confirmation regarding Ballot Qualification.
3. Unless and until the Parties mutually agree to amend the Purchase Agreement, the City will be required under Sections 6.1.2 and 7.2.2 of the Purchase Agreement to declare election results on the Ballot Measure by March 15, 2019.

Based on the delivery protocols established in Section 17.1, this letter will take effect immediately upon your receipt of this letter via email. The Parties also agree that delivery of a copy of this letter to each other via email will be deemed sufficient delivery under Section 17.1.

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The Parties may sign this letter in counterparts and may transmit their signatures via email or facsimile.

ACCEPTED AND AGREED:

FAL:

FIFTH AVENUE LANDING, LLC,
a California limited liability company

By: _____

Ray A. Carpenter
Its: Managing Member

By: San Diego California Properties, LLC,
Its: Managing Member

By: _____

Art E. Engel
Its: Managing Member

DISTRICT:

San Diego Unified Port District,
a Public Corporation

By: _____

Name: _____

Its: _____

CITY:

City of San Diego,
a municipal corporation

By: _____

Name: _____

Its: _____

cc: FAL: Ray Carpenter, rayc@restaite.net; Art E. Engel, aeengel8@gmail.com; Charles E. Black, Esq., cblack@cburbandevelopment.com
District: Randa Coniglio, rconiglio@portofsandiego.org; Thomas Russell, Esq., trussell@portofsandiego.org; Rebecca Harrington, Esq., rharrington@portofsandiego.org; Lucy Contreras, lcontreras@portofsandiego.org; Amy Freilich, amy@agd-landuse.com
City: Kris Michell, kmichell@sandiego.gov; Aimee Faucett, afaucett@sandiego.gov; Felipe Monroig, fmonroig@sandiego.gov; Kevin Reisch, Esq., kreisch@sandiego.gov