

PRIVILEGED & CONFIDENTIAL

**RECORDING REQUESTED BY AND
UPON RECORDATION RETURN TO:**

SSD HOLDINGS, LLC
c/o KSL Capital Partners Management V, LLC:
100 St. Paul St., Suite 800
Denver, Colorado 80206
Attention: Kevin Rohnstock

The undersigned declare(s):

DOCUMENTARY TRANSFER TAX IS \$ _____

- ☒ Computed on full value of the interest or property conveyed, or
☐ Computed on full value less value of liens or encumbrances remaining at time of sale,
☐ Unincorporated Area
☒ City of San Diego

Assessor Parcel Number: 760-010-16-00 (portion)

**ASSIGNMENT AND ASSUMPTION OF
TENANT'S INTEREST IN GROUND LEASE**

THIS ASSIGNMENT AND ASSUMPTION OF TENANT'S INTEREST IN GROUND LEASE (this "Assignment") is made and entered into as of [●], 2019 (the "Effective Date"), by and between HOST SAN DIEGO HOTEL LLC, a Delaware limited liability company ("Assignor"), and SSD HOLDINGS, LLC, a Delaware limited liability company ("Assignee") with reference to the following:

RECITALS

A. Assignor is the last and current assignee/successor ground tenant of that certain real property located in the City of San Diego, County of San Diego, State of California, as more particularly described on Exhibit A attached hereto and made a part hereof (the "Land"), pursuant to that certain ground lease described on Schedule I attached hereto and made a part hereof, as the same may have been amended from time to time (the "Ground Lease").

B. Assignor desires to grant, assign, transfer, convey and set over to Assignee, and Assignee desires to acquire, all of Assignor's estate, right, title and interest in and to the Ground Lease.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Grant, Warrant and Assignment. Effective as of the Effective Date, Assignor hereby GRANTS, SELLS, CONVEYS, ASSIGNS, TRANSFERS, AND SETS OVER unto Assignee, all of Assignor's right, title and interest in and to the Ground Lease, together with any and all rights and appurtenances thereto in any way belonging to Assignor.

SUBJECT TO (the "Permitted Exceptions"):

- (a) the terms and conditions of the Ground Lease;
- (b) all taxes and assessments not yet due and payable and all water and sewer services assessed against the Land not yet due and payable;
- (c) all zoning and use laws, ordinances, rules and regulations of any city, municipality, township, parish, county, state or other governmental agency or authority affecting the Land;
- (d) All recorded covenants, conditions, restrictions, easements, servitudes, rights, rights-of-way, prior reservations of oil, gas and other minerals, liens, encumbrances and other matters of record to the extent now in force and applicable (but such recitation shall not reimpose any of the foregoing); and
- (d) all matters that an accurate survey or physical inspection of the Land would disclose.

TO HAVE AND TO HOLD forever the above described rights, titles and interests without warranty (other than any express representations and warranties with respect to the Ground Lease contained in any separate written agreement between Assignor or any affiliate thereof, on the one hand, and Assignee, on the other hand) unto Assignee, its successors and assigns, subject to the Permitted Exceptions.

2. Acceptance and Assumption. Effective as of the Effective Date, Assignee does hereby accept the assignment of the Ground Lease and assumes the obligations under the Ground Lease first accruing or arising from and after the Effective Date.

3. Counterparts. This Assignment may be signed in multiple counterparts with the same force and effect as if all required signatures were contained in a single, original instrument.

4. Governing Law. This Assignment shall be construed, interpreted, and enforced pursuant to the applicable laws of the State in which the Land is located, without reference to conflict of laws principles.

5. Miscellaneous. Each of Assignor and Assignee agrees to execute, notarize and deliver such other documents or instruments as may be reasonably necessary or desirable to effect the assignment and assumption of the Ground Lease hereunder. If either party brings any action or suit against the other arising from or interpreting this Assignment, the prevailing party in such action or suit shall, in addition to such other relief as may be granted, be entitled to recover its costs of suit and actual attorneys' fees, whether or not the same proceeds to final judgment. This Assignment shall be binding upon and inure to the benefit of Assignor and Assignee, and their respective successors and assigns.

[Signatures on following page]

Dated this ____ day of _____, 2019.

ASSIGNOR:

HOST SAN DIEGO HOTEL LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE §1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF MARYLAND)
) ss

COUNTY OF _____)

On _____, 2019, before me, _____, a
Notary Public, personally appeared _____,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature of Notary Public (Seal)

[Signature pages continue on next page]

ASSIGNEE:

SSD HOLDINGS, LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE §1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF _____)
) ss

COUNTY OF _____)

On _____, 2019, before me, _____, a
Notary Public, personally appeared _____,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature of Notary Public (Seal)

EXHIBIT A

Legal Description

Real property in the City of San Diego, County of San Diego, State of California, described as follows:

ALL THAT CERTAIN PORTION OF LAND CONVEYED TO THE SAN DIEGO UNIFIED PORT DISTRICT BY THAT CERTAIN ACT OF LEGISLATURE OF THE STATE OF CALIFORNIA PURSUANT TO CHAPTER 67, STATUTES OF 1962, FIRST EXTRAORDINARY SESSION, AS AMENDED, AND DELINEATED ON THAT CERTAIN MISCELLANEOUS MAP NO. 564, FILED IN THE OFFICE OF THE SAN DIEGO COUNTY RECORDER ON MAY 28, 1976, FILE NO. 76-164686, IN THE CITY OF SAN DIEGO, COUNTY OF SAN DIEGO, STATE OF CALIFORNIA, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL NO. 1

COMMENCING AT A 3 INCH DIAMETER BRASS DISK MONUMENT STAMPED "SDUPD-036" AS SHOWN ON RECORD OF SURVEY 17055, FILED IN THE OFFICE OF THE SAN DIEGO COUNTY RECORDER ON JULY 29, 2001; THENCE ALONG A TIE-LINE SOUTH $37^{\circ}59'06''$ EAST A DISTANCE OF 333.59 FEET (CALCULATED) TO THE TRUE POINT OF BEGINNING OF PARCEL NO. 1, SAID POINT ALSO BEING THE BEGINNING OF A NON-TANGENT 313.00 FOOT RADIUS CURVE, CONCAVE TO THE NORTH, TO WHICH A RADIAL BEARS SOUTH $00^{\circ}59'10''$ WEST; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $19^{\circ}47'17''$ AN ARC DISTANCE OF 108.10 FEET TO THE BEGINNING OF A 587.00 FOOT RADIUS REVERSE CURVE, CONCAVE TO THE SOUTHEAST, TO WHICH A RADIAL BEARS NORTH $18^{\circ}48'07''$ WEST; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $18^{\circ}10'44''$ AN ARC DISTANCE OF 186.24 FEET TO THE BEGINNING OF A 387.00 FOOT RADIUS COMPOUND CURVE, CONCAVE TO THE SOUTHWEST, TO WHICH A COMMON RADIAL BEARS NORTH $00^{\circ}37'23''$ WEST; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $19^{\circ}34'20''$ AN ARC DISTANCE OF 132.20 FEET TO A POINT HEREAFTER KNOWN AS POINT NO. 2; THENCE CONTINUING ALONG THE ARC OF SAID CURVE SOUTHEASTERLY THROUGH A CENTRAL ANGLE OF $28^{\circ}34'19''$ AN ARC DISTANCE OF 192.99 FEET TO A POINT OF TANGENCY; THENCE SOUTH $42^{\circ}28'44''$ EAST A DISTANCE OF 307.17 FEET; THENCE SOUTH $03^{\circ}49'15''$ WEST A DISTANCE OF 173.05 FEET; THENCE SOUTH $13^{\circ}05'58''$ EAST A DISTANCE OF 70.77 FEET; THENCE SOUTH $08^{\circ}29'24''$ WEST A DISTANCE OF 187.52 FEET TO THE BEGINNING OF A TANGENT 395.00 FOOT RADIUS CURVE, CONCAVE TO THE NORTHWEST; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE

THROUGH A CENTRAL ANGLE OF $18^{\circ}50'51''$ AN ARC DISTANCE OF 129.93 FEET TO A POINT HEREFTER KNOWN AS POINT NO. 3; THENCE CONTINUING ALONG SAID CURVE SOUTHWESTERLY THROUGH A CENTRAL ANGLE OF $21^{\circ}22'39''$ AN ARC DISTANCE OF 147.38 FEET; THENCE SOUTH $48^{\circ}42'54''$ WEST A DISTANCE OF 271.68 FEET TO THE BEGINNING OF A TANGENT 295.00 FOOT RADIUS CURVE, CONCAVE TO THE NORTHWEST; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $43^{\circ}44'53''$ AN ARC DISTANCE OF 225.25 FEET TO THE BEGINNING OF A 18,922.00 FOOT RADIUS REVERSE CURVE, CONCAVE TO THE SOUTH, TO WHICH A RADIAL BEARS NORTH $02^{\circ}27'47''$ EAST; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $00^{\circ}45'22''$ AN ARC DISTANCE OF 249.71 FEET TO A POINT WHICH BEARS NORTH $01^{\circ}42'25''$ EAST FROM THE CENTER OF SAID CURVE; THENCE NORTH $01^{\circ}42'25''$ EAST A DISTANCE OF 228.00 FEET TO THE BEGINNING OF A NON-TANGENT 200.00 FOOT RADIUS CURVE, CONCAVE TO THE NORTHWEST, A RADIAL TO SAID POINT BEARS SOUTH $01^{\circ}42'25''$ WEST; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $61^{\circ}29'25''$ AN ARC DISTANCE OF 214.64 FEET TO THE BEGINNING OF A 750.00 FOOT RADIUS COMPOUND CURVE, CONCAVE TO THE WEST, TO WHICH A COMMON RADIAL BEARS SOUTH $59^{\circ}47'00''$ EAST; THENCE NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $31^{\circ}15'15''$ AN ARC DISTANCE OF 409.12 FEET TO THE BEGINNING OF A 545.00 FOOT RADIUS COMPOUND CURVE, CONCAVE TO THE SOUTHWEST, TO WHICH A COMMON RADIAL BEARS NORTH $88^{\circ}57'45''$ EAST; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $59^{\circ}26'55''$ AN ARC DISTANCE OF 565.48 FEET TO A POINT OF NON-TANGENCY WHICH BEARS NORTH $29^{\circ}30'51''$ EAST FROM THE CENTER OF SAID CURVE SAID POINT HEREFTER KNOWN AS POINT NO. 4; THENCE NORTH $29^{\circ}23'05''$ EAST A DISTANCE OF 34.91 FEET TO THE TRUE POINT OF BEGINNING OF PARCEL NO. 1, CONTAINING 658,316 SQUARE FEET OR 15.11 ACRES OF TIDELANDS AREA.

PARCEL NO. 2

BEGINNING AT SAID POINT NO. 4 MENTIONED ABOVE, SAID POINT ALSO IS THE BEGINNING OF A NON-TANGENT 545.00 FOOT RADIUS CURVE, CONCAVE TO THE SOUTHWEST, TO WHICH A RADIAL BEARS NORTH $29^{\circ}30'51''$ EAST; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $59^{\circ}26'55''$ AN ARC DISTANCE OF 565.48 FEET TO THE BEGINNING OF A 750.00 FOOT RADIUS COMPOUND CURVE, CONCAVE TO THE WEST, TO WHICH A COMMON RADIAL BEARS NORTH $88^{\circ}57'45''$ EAST; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $31^{\circ}15'15''$ AN ARC DISTANCE OF 409.12 FEET TO THE BEGINNING OF A 200.00 FOOT RADIUS COMPOUND CURVE, CONCAVE TO THE NORTHWEST, TO WHICH A COMMON

RADIAL BEARS SOUTH 59°47'00" EAST; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 61°29'25" AN ARC DISTANCE OF 214.64 FEET TO A POINT OF NON-TANGENCY; THENCE NORTH 01°42'25" EAST A DISTANCE OF 21.05 FEET; THENCE NORTH 90°00'00" EAST A DISTANCE OF 45.95 FEET TO THE BEGINNING OF A TANGENT 104.85 FOOT RADIUS CURVE, CONCAVE TO THE NORTHWEST; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 58°43'56" AN ARC DISTANCE OF 107.48 FEET; THENCE NORTH 31°16'04" EAST A DISTANCE OF 113.09 FEET TO THE BEGINNING OF A TANGENT 410.95 FOOT RADIUS CURVE, CONCAVE TO THE NORTHWEST; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 31°16'04" AN ARC DISTANCE OF 224.27 FEET; THENCE NORTH 00°00'00" EAST A DISTANCE OF 201.35 FEET; THENCE NORTH 89°29'09" WEST A DISTANCE OF 543.74 FEET TO A POINT OF INTERSECTION WITH THE U.S. PIERHEAD LINE, AS SAID U.S. PIERHEAD LINE IS NOW ESTABLISHED FOR THE BAY OF SAN DIEGO, AND DELINEATED ON MAP ENTITLED "HARBOR LINES, SAN DIEGO BAY, CALIFORNIA, FILE NO. (D.O. SERIES) 426", APPROVED BY THE SECRETARY OF THE ARMY, APRIL 29, 1963, FILED IN THE OFFICE OF THE DISTRICT ENGINEER, LOS ANGELES, CALIFORNIA; THENCE ALONG SAID U.S. PIERHEAD LINE NORTH 00°30'51" EAST A DISTANCE OF 252.00 FEET TO U.S. PIERHEAD LINE ANGLE POINT STATION 459-D; THENCE LEAVING SAID U.S. PIERHEAD LINE NORTH 68°25'45" EAST A DISTANCE OF 312.94 FEET TO THE POINT OF BEGINNING OF PARCEL NO. 2, CONTAINING 168,291 SQUARE FEET OR 3.86 ACRES OF WATER COVERED TIDELANDS AREA.

PARCEL NO. 3

BEGINNING AT SAID POINT NO. 2 MENTIONED ABOVE ; THENCE NORTH 45°34'52" EAST A DISTANCE OF 40.00 FEET TO THE BEGINNING OF A 548.00 FOOT RADIUS CURVE, CONCAVE NORTHWESTERLY; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 5°30'00" AN ARC DISTANCE OF 52.60 FEET; THENCE NORTH 40°04'52" EAST A DISTANCE OF 41.00 FEET TO THE BEGINNING OF A 196.00 FOOT RADIUS CURVE, CONCAVE SOUTHEASTERLY; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 19°03'45" AN ARC DISTANCE OF 65.21 FEET TO THE BEGINNING OF A 115.00 FOOT RADIUS COMPOUND CURVE, CONCAVE SOUTHEASTERLY, TO WHICH A COMMON RADIAL BEARS NORTH 30°51'23" WEST; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 35°46'30" AN ARC DISTANCE OF 71.81 FEET; THENCE SOUTH 85°04'53" EAST A DISTANCE OF 104.78 FEET TO THE BEGINNING OF A TANGENT 300.00 FOOT RADIUS CURVE, CONCAVE TO THE NORTH; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 7°41'49" AN ARC DISTANCE OF 40.30 FEET TO THE BEGINNING OF A 200.00 FOOT RADIUS REVERSE CURVE,

CONCAVE TO THE SOUTH, TO WHICH A RADIAL BEARS NORTH $02^{\circ}46'42''$ WEST; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $18^{\circ}46'57''$ AN ARC DISTANCE OF 65.56 FEET TO THE BEGINNING OF A 250.00 FOOT RADIUS REVERSE CURVE, CONCAVE TO THE NORTH, TO WHICH A RADIAL BEARS SOUTH $16^{\circ}00'15''$ WEST; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $15^{\circ}44'14''$ AN ARC DISTANCE OF 68.67 FEET; THENCE SOUTH $89^{\circ}43'59''$ EAST A DISTANCE OF 289.77 FEET TO THE BEGINNING OF A 25.00 FOOT RADIUS CURVE, CONCAVE SOUTHWESTERLY; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $62^{\circ}10'22''$ AN ARC DISTANCE OF 27.13 FEET; THENCE SOUTH $27^{\circ}33'37''$ EAST A DISTANCE OF 9.98 FEET TO THE BEGINNING OF A TANGENT 35.00 FOOT RADIUS CURVE, CONCAVE TO THE WEST; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $29^{\circ}08'56''$ AN ARC DISTANCE OF 17.81 FEET TO THE BEGINNING OF A 298.00 FOOT RADIUS COMPOUND CURVE, CONCAVE TO THE WEST, TO WHICH A COMMON RADIAL BEARS SOUTH $88^{\circ}24'41''$ EAST; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $16^{\circ}09'35''$ AN ARC DISTANCE OF 84.05 FEET TO THE BEGINNING OF A 268.00 FOOT RADIUS COMPOUND CURVE, CONCAVE TO THE NORTHWEST, TO WHICH A COMMON RADIAL BEARS SOUTH $72^{\circ}15'06''$ EAST; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $40^{\circ}22'24''$ AN ARC DISTANCE OF 188.85 FEET; THENCE SOUTH $58^{\circ}07'18''$ WEST A DISTANCE OF 117.96 FEET TO THE BEGINNING OF A TANGENT 426.00 FOOT RADIUS CURVE, CONCAVE SOUTHEASTERLY; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $49^{\circ}37'54''$ AN ARC DISTANCE OF 369.02 FEET; THENCE SOUTH $08^{\circ}29'24''$ WEST A DISTANCE OF 72.10 FEET; THENCE NORTH $13^{\circ}05'58''$ WEST A DISTANCE OF 70.77 FEET; THENCE NORTH $03^{\circ}49'15''$ EAST A DISTANCE OF 173.05 FEET; THENCE NORTH $42^{\circ}28'44''$ WEST A DISTANCE OF 307.17 FEET TO THE BEGINNING OF A 387.00 FOOT RADIUS CURVE, CONCAVE SOUTHWESTERLY; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $28^{\circ}34'19''$ AN ARC DISTANCE OF 192.99 FEET TO THE POINT OF BEGINNING OF SAID PARCEL NO. 3, CONTAINING 249,090 SQUARE FEET OR 5.72 ACRES OF TIDELANDS AREA.

PARCEL NO. 4

BEGINNING AT SAID POINT NO. 3 MENTIONED ABOVE THENCE; SOUTH $27^{\circ}20'15''$ WEST A DISTANCE OF 61.53 FEET TO THE BEGINNING OF A TANGENT 515.00 FOOT RADIUS CURVE CONCAVE TO THE SOUTHEAST; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $18^{\circ}00'14''$ AN ARC DISTANCE OF 161.83 FEET; THENCE SOUTH $09^{\circ}20'01''$ WEST A DISTANCE OF 52.68 FEET TO THE BEGINNING OF A TANGENT 145.00 FOOT RADIUS CURVE

CONCAVE TO THE NORTHWEST; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $83^{\circ}55'36''$ AN ARC DISTANCE OF 212.40 FEET TO THE BEGINNING OF A 18,922.00 FOOT RADIUS REVERSE CURVE CONCAVE TO THE SOUTH, TO WHICH A COMMON RADIAL BEARS SOUTH $03^{\circ}15'37''$ WEST; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $0^{\circ}47'50''$ AN ARC DISTANCE OF 263.28 FEET TO THE BEGINNING OF A NON-TANGENT 295.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST, A RADIAL LINE TO SAID BEGINNING BEARS SOUTH $02^{\circ}27'47''$ WEST; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $43^{\circ}44'53''$ AN ARC DISTANCE OF 225.25 FEET; THENCE NORTH $48^{\circ}42'54''$ EAST A DISTANCE OF 271.68 FEET TO THE BEGINNING OF A TANGENT 395.00 FOOT RADIUS CURVE CONCAVE TO THE NORTHWEST; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $21^{\circ}22'39''$ AN ARC DISTANCE OF 147.38 FEET TO THE POINT OF BEGINNING OF SAID PARCEL NO. 4, CONTAINING 40,946 SQUARE FEET OR 0.94 ACRES OF TIDELANDS AREA.

THE ABOVE DESCRIBED TIDELANDS AREAS ARE DELINEATED ON THE SAN DIEGO UNIFIED PORT DISTRICT DRAWING NO. 006-003, DATED OCTOBER 2012 AND REVISED DECEMBER 2012 AND MADE A PART OF THIS AGREEMENT.

ALL BEARINGS AND DISTANCES IN THE ABOVE LEGAL DESCRIPTION ARE GRID, AND BASED UPON THE CALIFORNIA COORDINATE SYSTEM, ZONE 6, N.A.D. 83, EPOCH 1991.35.

APN: 760-010-16-00

SCHEDULE I

Ground Lease

Ground Lease by and between San Diego Unified Port District and Host San Diego Hotel LLC (Marina Tower) effective as of November 1, 2012 (as supplemented).

Memorandum of Ground Lease (Marina Tower) by and between San Diego Unified Port District and Host San Diego Hotel LLC dated December 18, 2018, recorded [●], 2019 as Instrument [●].

DRAFT