

## PETITION

### To Alter the Rate and Method of Apportionment of Special Taxes for the City of Alameda Community Facilities District No. 13-1 (Alameda Landing Public Improvements)

To the City Council  
City of Alameda  
2263 Santa Clara Avenue  
Alameda, California 94501

Dear Councilmembers:

We understand that the City Council of the City of Alameda (the "City") has formed the City of Alameda Community Facilities District No. 13-1 (Alameda Landing Public Improvements) (the "District") pursuant to Section 3-70.1 et seq. of the Alameda Municipal Code (the "Law") and Resolution No. 14880 adopted by the City Council on January 7, 2014 (the "Resolution of Formation"). The Resolution of Formation approved a rate and method of apportionment of special taxes for the District, which was altered by proceedings taken by the City Council pursuant to its Resolution No. 15015 adopted on April 7, 2015 (as so altered, the "Rate and Method of Apportionment"). We further understand that the Rate and Method of Apportionment provides for the levy of special taxes (the "Special Taxes") on property in the District, including property annexed to the District by proceedings taken by the City Council pursuant to the Law and its Resolution No. 15016 adopted on April 7, 2015.

We are submitting this petition in order to request that the City Council undertake proceedings under the Law to again alter the Rate and Method of Apportionment to exempt certain property in the District from the levy of the Special Taxes unless and until it is developed for uses other than its current use. We believe that, without the alteration to the Rate and Method of Apportionment requested in this Petition, it is unlikely that any private entity will agree to acquire the Conveyance Parcel 7 identified below from the Successor Agency due to the Special Taxes that would otherwise be levied on Conveyance Parcel 7 following its transfer to a private entity even though its use has not changed.

In respect of the foregoing, the undersigned hereby states and agrees as follows:

1. Petitioner. This Petition is submitted by the entity identified below as the prospective owner of parcel of land identified on Schedule A attached to Exhibit A hereto (the "Conveyance Parcel 7"), which Subject Parcel is located in the territory annexed to the District pursuant to the annexation proceedings described above.

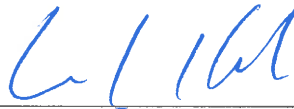
2. Proceedings Requested. Petitioner hereby requests that the City Council undertake proceedings under the Law to alter the Rate and Method of Apportionment as it applies to the Conveyance Parcel 7, by including in the Rate and Method of Apportionment the provisions described in Exhibit A.

3. Agreement to Pay Costs of Proceedings. The Petitioners hereby agree to pay all costs of the City incurred in the conduct of the proceedings to alter the Rate and Method of Apportionment, including but not limited to the fees of the City's Special Tax Consultant, the

City's Bond Counsel and costs of City Staff and related overhead allocable to their activities related to such proceedings. Payment to the City will be made promptly following the submission by the City of invoices to Petitioner. Petitioner acknowledges that it understands that the alteration of the Rate and Method of Apportionment is subject to a public hearing and a 2/3rds approving vote of the registered voters in the District who vote on the matter, and the Petitioner's agreement to pay costs pursuant to the preceding sentences is in no way contingent upon the actions of the City Council following the public hearing or the results of the election.

This petition is dated August 30, 2017.

CATELLUS ALAMEDA DEVELOPMENT, LLC

By:   
C. William Hosler,  
Executive Vice President